



**Submitted Date:** 11/2/2010 5:30:42 PM

**Easygrants ID:** 387

<b>Funding Opportunity:</b> Category One	<b>Applicant Organization:</b> Eastern Sierra Land Trust
<b>Task:</b> Submit Application Non-EO	<b>Applicant Name:</b> Ms. Karen Ferrell-Ingram



**Submitted Date:** 11/2/2010 5:30:42 PM

**Easygrants ID:** 387

<b>Funding Opportunity:</b> Category One	<b>Applicant Organization:</b> Eastern Sierra Land Trust
<b>Task:</b> Submit Application Non-EO	<b>Applicant Name:</b> Ms. Karen Ferrell-Ingram

---

PROJECT CONTACT INFORMATION	
<b>Name</b>	Ms. Karen Ferrell-Ingram,
<b>Title</b>	
<b>Organization</b>	Eastern Sierra Land Trust
<b>Primary Address</b>	PO Box 755, , , Bishop, CA, 93515
<b>Primary Phone/Fax</b>	760-873-4554 Ext.
<b>Primary Email</b>	karen@eslt.org

PROJECT CONTACT INFORMATION	
<b>Name</b>	Ms. Karen Ferrell-Ingram,
<b>Title</b>	
<b>Organization</b>	Eastern Sierra Land Trust
<b>Primary Address</b>	PO Box 755, , , Bishop, CA, 93515
<b>Primary Phone/Fax</b>	760-873-4554 Ext.
<b>Primary Email</b>	karen@eslt.org



**Submitted Date:** 11/2/2010 5:30:42 PM

**Easygrants ID:** 387

<b>Funding Opportunity:</b> Category One	<b>Applicant Organization:</b> Eastern Sierra Land Trust
<b>Task:</b> Submit Application Non-EO	<b>Applicant Name:</b> Ms. Karen Ferrell-Ingram

---

PROJECT INFORMATION	
---------------------	--

<b>Project Title</b>	Cinnamon Ranch Agriculture and Resource Protection Project
<b>Brief Description</b>	This important project will permanently protect a historic and organic certified working farm on 602 acres of important farm and ranchland by acquiring an agricultural conservation easement from a willing long term landowner. This project will aid in the preservation of our region's threatened working landscapes while also protecting the significant natural and historical resources that exist at this site. This easement will prohibit future subdivision, limit development, and, importantly, eliminate the potential for future water export, as the ranch holds surface water rights for three creeks. Beyond the benefits to the State and local economy resulting from continued agricultural production on this land, this project offers many other benefits for the region. The project will protect important habitat for a number of species of special concern including the Swainson's hawk, the Casa Diablo mule deer herd, and desert bighorn sheep.
<b>Total Requested Amount</b>	735,000.00
<b>Other Fund Proposed</b>	357,160.00
<b>Total Project Cost</b>	1,092,160.00
<b>Project Category</b>	Acquisition Projects
<b>Project Area/Size</b>	602.25
<b>Project Area Type</b>	Acres
<b>Have you submitted to SNC this fiscal year?</b>	No
<b>Is this application related to other SNC funding?</b>	No

Project Results
-----------------

---



**Submitted Date:** 11/2/2010 5:30:42 PM

**Easygrants ID:** 387

<b>Funding Opportunity:</b> Category One	<b>Applicant Organization:</b> Eastern Sierra Land Trust
<b>Task:</b> Submit Application Non-EO	<b>Applicant Name:</b> Ms. Karen Ferrell-Ingram

---

Easement or other landowner agreement
---------------------------------------

<b>Project Purpose</b>	<b>Project Purpose Percent</b>
Resource Management	
Working Landscapes	

<b>County</b>
Mono

<b>Sub Region</b>
East



**Submitted Date:** 11/2/2010 5:30:42 PM

**Easygrants ID:** 387

<b>Funding Opportunity:</b> Category One	<b>Applicant Organization:</b> Eastern Sierra Land Trust
<b>Task:</b> Submit Application Non-EO	<b>Applicant Name:</b> Ms. Karen Ferrell-Ingram

---

#### PROJECT OTHER CONTACTS INFORMATION

##### Other Grant Project Contacts

Name:	Ms. Karen Ferrell-Ingram,
Project Role:	Authorized Representative
Phone:	7608734554
Phone Ext:	
E-mail:	karen@eslt.org

Name:	Mr. Aaron Johnson,
Project Role:	Day-to-Day Responsibility
Phone:	7608734554
Phone Ext:	
E-mail:	aaron@eslt.org

Name:	Mr. Dave Wilbrecht,
Project Role:	County Administration
Phone:	0000000
Phone Ext:	
E-mail:	dwilbrecht@mono.ca.gov

Name:	District Tri-Valey Groundwater Management,
Project Role:	Water Agency 1 Contact
Phone:	7608738648
Phone Ext:	
E-mail:	rwcamitchell@dishmail.net



**Submitted Date:** 11/2/2010 5:30:42 PM

**Easygrants ID:** 387

<b>Funding Opportunity:</b> Category One	<b>Applicant Organization:</b> Eastern Sierra Land Trust
<b>Task:</b> Submit Application Non-EO	<b>Applicant Name:</b> Ms. Karen Ferrell-Ingram

---

## PROJECT LOCATION INFORMATION

### Project Location

Address:	1049 Cinnamon Ranch Road, , , Bishop, CA, 93514 United States
Water Agency:	Tri-Valley Groundwater Management District
Latitude:	37.6805
Longitude:	-118.3988
Congressional District:	na
Senate:	na
Assembly:	na
Within City Limits:	No
City Name:	



**Submitted Date:** 11/2/2010 5:30:42 PM

**Easygrants ID:** 387

<b>Funding Opportunity:</b> Category One	<b>Applicant Organization:</b> Eastern Sierra Land Trust
<b>Task:</b> Submit Application Non-EO	<b>Applicant Name:</b> Ms. Karen Ferrell-Ingram

### PROJECT BUDGET INFORMATION

#### Direct

Description	Num of Units	Per Unit Cost	Total
Easement Acquisition	1	715,000.00	715,000.00
Executive Director	80	30.00	2,400.00
Lands Program Coordinator	180	24.00	4,320.00
Mileage	400	.50	200.00
Legal Counsel - Easement	1	6,000.00	6,000.00
Escrow, Title, Closing	1	5,000.00	5,000.00

<b>Total Direct</b>	732,920.00
<b>Direct Detail</b>	

#### Indirect

Description	Num of Units	Per Unit Cost	Total
Performance measure reporting - Lands Program Coord.	20	24.00	480.00

<b>Total Indirect</b>	480.00
-----------------------	--------



**Submitted Date:** 11/2/2010 5:30:42 PM

**Easygrants ID:** 387

<b>Funding Opportunity:</b> Category One	<b>Applicant Organization:</b> Eastern Sierra Land Trust
<b>Task:</b> Submit Application Non-EO	<b>Applicant Name:</b> Ms. Karen Ferrell-Ingram

---

<b>Indirect Detail</b>	
------------------------	--

<b>Administration</b>
-----------------------

Description	Num of Units	Per Unit Cost	Total
Accounting	1	288.00	288.00
Insurance	1	240.00	240.00
Internet	1	48.00	48.00
Rent	1	720.00	720.00
Telephone	1	128.00	128.00
Utilities	1	176.00	176.00

<b>Total Administration</b>	1,600.00
<b>Administration Detail</b>	Accounting, insurance, internet, rent, telephone, and utilities.

<b>Budget Grant Total:</b> 735,000.00
---------------------------------------

---





**Submitted Date:** 11/2/2010 5:30:42 PM

**Easygrants ID:** 387

<b>Funding Opportunity:</b> Category One	<b>Applicant Organization:</b> Eastern Sierra Land Trust
<b>Task:</b> Submit Application Non-EO	<b>Applicant Name:</b> Ms. Karen Ferrell-Ingram

---

### PROJECT OTHER SUPPORT INFORMATION

#### Other Support for the Sierra Nevada

Type :	Project Funds Other
Estimated Amount:	300,000.00
Estimated Volunteer Hours:	0
Source:	FRPP Acquisition Funding
Source Type:	Other
Status:	Application Submitted
Description:	Status is "Pending."
Type :	Project Funds Other
Estimated Amount:	25,000.00
Estimated Volunteer Hours:	0
Source:	Landowner Donation of Value
Source Type:	Other
Status:	Received
Description:	Landowner donation
Type :	Project Funds Other
Estimated Amount:	25,000.00
Estimated Volunteer Hours:	0
Source:	Landowner Stewardship Fund
Source Type:	Other
Status:	Pledged
Description:	Status is "Approved."
Type :	Project Funds Other
Estimated Amount:	2,000.00
Estimated Volunteer Hours:	0
Source:	Landowner Appraisal/Title Costs
Source Type:	Other
Status:	Received



**Submitted Date:** 11/2/2010 5:30:42 PM

**Easygrants ID:** 387

<b>Funding Opportunity:</b> Category One	<b>Applicant Organization:</b> Eastern Sierra Land Trust
<b>Task:</b> Submit Application Non-EO	<b>Applicant Name:</b> Ms. Karen Ferrell-Ingram

---

Description:	Appraisal and title costs
Type :	Project Funds Other
Estimated Amount:	4,000.00
Estimated Volunteer Hours:	0
Source:	ESLT Appraisal Cost
Source Type:	Other
Status:	Received
Description:	Appraisal cost
Type :	Project Funds Other
Estimated Amount:	1,160.00
Estimated Volunteer Hours:	0
Source:	ESLT Admin - project
Source Type:	Other
Status:	Pledged
Description:	Status is "Approved."

<b>Estimated Total Amount of Resources Leveraged</b>	357,160.00
--	------------



**Submitted Date:** 11/2/2010 5:30:42 PM

**Easygrants ID:** 387

<b>Funding Opportunity:</b> Category One	<b>Applicant Organization:</b> Eastern Sierra Land Trust
<b>Task:</b> Submit Application Non-EO	<b>Applicant Name:</b> Ms. Karen Ferrell-Ingram

---

## PROJECT REGULATORY REQUIREMENTS

### Regulatory Requirements

---



**Submitted Date:** 11/2/2010 5:30:42 PM

**Easygrants ID:** 387

<b>Funding Opportunity:</b> Category One	<b>Applicant Organization:</b> Eastern Sierra Land Trust
<b>Task:</b> Submit Application Non-EO	<b>Applicant Name:</b> Ms. Karen Ferrell-Ingram

---

## PROJECT TIMELINE INFORMATION

### Project Timeline

Milestone/Activity:	Baseline Documentation Report completed
Description:	
Expected Date:	06/30/2011
Deliverable:	True

Milestone/Activity:	Final easement terms determined
Description:	
Expected Date:	07/31/2011
Deliverable:	True

Milestone/Activity:	Final legal review
Description:	
Expected Date:	08/31/2011
Deliverable:	True

Milestone/Activity:	Submit 6-month progress report
Description:	
Expected Date:	11/30/2011
Deliverable:	True

Milestone/Activity:	Escrow & easement completed, signed & recorded
Description:	
Expected Date:	12/31/2011
Deliverable:	True

Milestone/Activity:	Final report submitted to SNC
Description:	
Expected Date:	03/31/2012
Deliverable:	True



**Submitted Date:** 11/2/2010 5:30:42 PM

**Easygrants ID:** 387

<b>Funding Opportunity:</b> Category One	<b>Applicant Organization:</b> Eastern Sierra Land Trust
<b>Task:</b> Submit Application Non-EO	<b>Applicant Name:</b> Ms. Karen Ferrell-Ingram



**Submitted Date:** 11/2/2010 5:30:42 PM

**Easygrants ID:** 387

<b>Funding Opportunity:</b> Category One	<b>Applicant Organization:</b> Eastern Sierra Land Trust
<b>Task:</b> Submit Application Non-EO	<b>Applicant Name:</b> Ms. Karen Ferrell-Ingram

---

## PROJECT PEER REVIEWER INFORMATION

### Reviewers

--



**Submitted Date:** 11/2/2010 5:30:42 PM

**Easygrants ID:** 387

<b>Funding Opportunity:</b> Category One	<b>Applicant Organization:</b> Eastern Sierra Land Trust
<b>Task:</b> Submit Application Non-EO	<b>Applicant Name:</b> Ms. Karen Ferrell-Ingram

---

## UPLOADS

The following pages contain the following uploads provided by the applicant:

Upload Name
Completed Checklist
Table of Contents
Application Form
Authorization to Apply or Resolution
Articles of Incorporation (Non-Profit Organization)
Bylaws (Non-Profit Organizations Only)
IRS Tax Letter (Non-Profit Organizations Only)
Project Summary
Evaluation Criteria Narrative
Performance Measures

---



**Submitted Date:** 11/2/2010 5:30:42 PM

**Easygrants ID:** 387

<b>Funding Opportunity:</b> Category One	<b>Applicant Organization:</b> Eastern Sierra Land Trust
<b>Task:</b> Submit Application Non-EO	<b>Applicant Name:</b> Ms. Karen Ferrell-Ingram

---

Environmental Setting and Impacts
Project Location Map
Parcel Map Showing County Assessors Parcel Number
Topographic Map
Topographic Map
Topographic Map
Photos of the Project Site
Site Plan - Only Site Improv. or Restoration Proj.
Acquisition Schedule
Willing Seller Letter
Land Tenure- Only for Site Improvement Projects
Leases or Agreements

---





**Submitted Date:** 11/2/2010 5:30:42 PM

**Easygrants ID:** 387

<b>Funding Opportunity:</b> Category One	<b>Applicant Organization:</b> Eastern Sierra Land Trust
<b>Task:</b> Submit Application Non-EO	<b>Applicant Name:</b> Ms. Karen Ferrell-Ingram

---

CEQA Documentation
NEPA Documentation
Regulatory Requirements or Permits
Letters of Support
Real Estate Appraisal
Detailed Budget Form

To preserve the integrity of the uploaded document, headers, footers and page numbers have not been added by the system.

## Application Checklist for Category One Grants

Project Name: **Cinnamon Ranch Agricultural Conservation Easement**

Applicant: **Eastern Sierra Land Trust**

1. ☒ Completed Checklist
2. ☒ Table of Contents
3. ☒ Application Form
4. ☒ Authorization to Apply or Resolution
- 5a. ☒ Articles of Incorporation [501(c)(3)s only]
- 5b. ☒ Bylaws [501(c)(3)s only]
- 5c. ☒ Tax Exempt Status Letter from the Internal Revenue Service
6. ☒ Project Summary (Two page maximum)
7. ☒ Evaluation Criteria Narrative
8. ☒ Detailed Budget Form
9. ☒ Long Term Management Plan
10. ☒ Performance Measures
11. ☒ Environmental Setting and Impacts
12. ☒ Project Location Map
13. ☒ Parcel Map showing County Assessor's Parcel Number(s)
14. ☒ Topographic Map
15. ☐ **N/A** Site Plan (Site improvement/restoration projects)
16. ☒ Photos of the Project Site (10 maximum)
17. ☒ Acquisition Schedule (Acquisition projects)
18. ☒ Willing Seller Letter (Acquisition projects)
19. ☒ Land Tenure
20. ☒ Leases or Agreements
21. ☒ California Environmental Quality Act (CEQA) documentation
22. ☒ National Environmental Policy Act (NEPA) documentation
23. ☒ Regulatory Requirements / Permits
24. ☒ Demonstrations of Support
25. ☒ Real Estate Appraisal (Acquisition projects)

## Cinnamon Ranch Agriculture & Resource Protection Project Table of Contents

1. Completed Checklist.....	1
2. Table of Contents.....	2
3. Application Form.....	3
4. Authorization to Apply .....	5
5. Nonprofit Documentation .....	7
Statement.....	7
Bylaws.....	51
6. Project Summary.....	8
7. Evaluation Criteria Narrative .....	10
8. Detailed Budget Form.....	21
9. Long Term Management Plan .....	20
10. Performance Measures.....	23
11. Environmental Settings and Impacts .....	24
12. Project Location Map.....	26
13. Parcel Maps showing APNs.....	27
14a. Topographic Map .....	29
14b. Aerial Photograph Map.....	30
15. Site Plan .....	31
16. Photos of the Project Site .....	32
17. Acquisition Schedule .....	37
18. Willing Seller Letter .....	38
19. Land Tenure .....	39
20. Leases of Agreements .....	40
21. CEQA.....	41
22. NEPA .....	43
23. Regulatory Requirements.....	44
24. Demonstrations of support.....	45
25. Real Estate Appraisal.....	50

**SIERRA NEVADA CONSERVANCY  
PROPOSITION 84 GRANT APPLICATION FORM  
CATEGORY ONE GRANTS**

Rev. January 2010

*Complete all applicable items on both pages of form.*

**1. PROJECT NAME**

Cinnamon Ranch Agriculture and Resource Protection Project

**2. REFERENCE NUMBER**

**3. APPLICANT** (Agency name, address, and zip code)

Eastern Sierra Land Trust  
PO 755  
Bishop CA 93515

**4. APPLICANT TYPE:**

☒ Nonprofit Organization    ☐ Government  
☐ Tribal Organization

**5. APPLICANT'S AUTHORIZED REPRESENTATIVE**

Name and title – type or print

Phone

Email Address

☐ Mr.

☒ Ms. Karen Ferrell-Ingram, Executive Director    (760) 873-4554    karen@eslt.org

**6. PERSON WITH DAY-TO-DAY RESPONSIBILITY FOR ADMINISTRATION OF THE GRANT**

(If different from Authorized Representative)

Name and title – type or print

Phone

Email Address

☒ Mr. Aaron Johnson, Lands Coordinator    (760) 873-4554    aaron@eslt.org

☐ Ms.

**7. PERSON WITH FISCAL MANAGEMENT RESPONSIBILITY FOR GRANT CONTRACT/INVOICING**

(If different from Authorized Representative or Day to Day Administrator)

Name and title – type or print

Phone

Email Address

☒ Mr. Aaron Johnson, Lands Coordinator    (760) 873-4554    aaron@eslt.org

☐ Ms.

**8. FUNDING INFORMATION**

SNC Grant Request

\$ 1,000,000

(Must be \$5,000 - \$1,000,000)

Other Funds

\$ 452,660

Total Project Cost

\$ 1,452,660

**9. PROJECT CATEGORIES**

☐ Site Improvement (fill in all that apply)

Project Area: \_\_\_\_\_

Total Acres: \_\_\_\_\_

SNC Portion (if different): \_\_\_\_\_

Total Miles (i.e. river or stream bank): \_\_\_\_\_

SNC Portion (if different): \_\_\_\_\_

**9a. DELIVERABLES**

(Select one primary deliverable)

☐ Restoration  
☐ Enhancement  
☐ Resource Protection  
☐ Infrastructure Development / Improvement

☒ Acquisition (fill in all that apply)

Project Area: Hammil Valley, Eastern Sierra

Total Acres: 602.25 acres

SNC Portion (if different): \_\_\_\_\_

Total Miles (i.e. river or stream bank): \_\_\_\_\_

SNC Portion (if different): \_\_\_\_\_

(Select one primary deliverable)

☐ Fee Title  
☒ Easement or Other Landowner Agreement



**10. PROJECT ADDRESS/LOCATION** *(Include zip code)*

1049 Cinnamon Ranch Road, Bishop, CA 93514

**11. LATITUDE AND LONGITUDE**

LAT: 37.6805

LONG: -118.3988

**12. COUNTY**

Mono County, CA

**13. CITY** *(Is project within city limits? If so, which one?)*

Not within city limits.

**14. NEAREST PUBLIC WATER AGENCY (OR AGENCIES) CONTACT INFORMATION:**

Name: Tri-Valley Groundwater Management District

Phone Number: (760) 873-8648

Email address:

Name:

Phone Number:

Email address:

**15. CEQA OR NEPA DOCUMENT TYPE** *(if applicable)*☒ Notice of Exemption☐ Finding of No Significant Impact☐ Negative Declaration☐ Environmental Impact Statement☐ Environmental Impact Report☐ Joint CEQA/NEPA Document**16. STATE CLEARINGHOUSE NUMBER****17. APPRAISAL**☐ Submittal with application☒ Submittal by November 8, 2010

I certify that the information contained in the Application, including required attachments, is accurate.

Signed *(Authorized Representative)*9-13-10

Date

Karen Ferrell-Ingram, Executive Director

Name and Title *(print or type)*



**Eastern Sierra Land Trust**  
**Board of Directors Resolution No. 2010-1**

In the matter of: A RESOLUTION  
APPROVING THE APPLICATION FOR  
GRANT FUNDS FOR THE SIERRA  
NEVADA CONSERVANCY  
PROPOSITION 84 GRANT PROGRAM  
UNDER THE SAFE DRINKING WATER,  
WATER QUALITY AND SUPPLY,,  
FLOOD CONTROL, RIVER AND  
COASTAL PROTECTION BOND ACT  
OF 2006.

Cinnamon Ranch Conservation Easement  
Resolution No: 2010-1  
Date: September 10, 2010

The following RESOLUTION was duly passed by the Board of Directors of the Eastern Sierra Land Trust at a meeting held by email, by the following vote:

Ayes: 7

Noes: 0

Abstentions: 0

Absent: 0

Signed and approved by:

  
President, Board of Directors

WHEREAS, the Legislature and Governor of the State of California have provided Funds for the program shown above; and

WHEREAS, the Sierra Nevada Conservancy (SNC) has been delegated the responsibility for the administration of a portion of these funds through a local assistance grants program, establishing necessary procedures; and

WHEREAS, said procedures established by the Sierra Nevada Conservancy require a resolution certifying the approval of application(s) by the Applicant's governing board before submission of said application(s) to the SNC; and

WHEREAS, the Applicant, if selected, will enter into an agreement with the SNC to carry out the project; and

WHEREAS, the Eastern Sierra Land Trust has identified the Cinnamon Ranch Conservation Easement as valuable toward meeting its mission and goals.

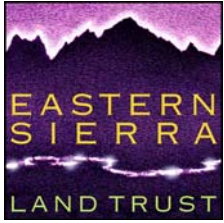
BE IT HEREBY RESOLVED by the Board of Directors of the Eastern Sierra Land Trust that this Board:

1. Approves the submittal of an application for the Cinnamon Ranch Conservation Easement project; and
2. Certifies that Applicant understands the assurances and certification requirements in the application; and
3. Certifies that Applicant or title holder will have sufficient funds to operate and maintain the resource(s) consistent with the long-term benefits described in support of the application; or will secure the resources to do so; and
4. Certifies that Applicant will comply with all legal requirements as determined during the application process; and
5. Appoints Karen Ferrell-Ingram , or designee, as agent to conduct all negotiations, execute and submit all documents, including but not limited to: applications, agreements, payment requests, and so on, which may be necessary for the completion of the aforementioned project(s).

PASSED AND ADOPTED by the Eastern Sierra Land Trust on the 10th day of September, 2010.



# E A S T E R N   S I E R R A   L A N D   T R U S T



SNC Grants Board  
Sierra Nevada Conservancy  
11521 Blocker Drive, Suite 205  
Auburn, CA 95603

September 12, 2010

Re: Additional requirements for Nonprofit Organizations  
Sierra Nevada Conservancy Grants Program

Dear Sierra Nevada Conservancy,

This letter is to certify that the nonprofit documents listed in the grants application packet and application checklist, the Articles of Incorporation and Tax Exempt Status Letter from the IRS, are on file at the agency office in Auburn and are current. Our By-laws have been updated and are included in the application packet.

Thank you for your consideration of this grant application.

Sincerely,

Karen Ferrell-Ingram, Executive Director

176 Home Street  
P.O. Box 755  
Bishop, CA 93515  
P: (760) 873-4554  
F: (760) 873-9277  
[www.eslt.org](http://www.eslt.org)

## BOARD OF DIRECTORS

Tony Taylor  
*President*

Orrin Sage  
*Vice President*

Rick Kattelmann  
*Secretary*

Rosanne Higley  
*Treasurer*

Bill Bramlette

Jan Hunewill

Sid Tyler

## STAFF

Karen Ferrell-Ingram  
*Executive Director*

Serena Dennis

Heather Freeman

Aaron Johnson

Mary McGurke

Mignon Moskowitz

Sarah Spano  
*AmeriCorps Member*



**BYLAWS  
of the  
EASTERN SIERRA LAND TRUST  
Adopted November 2, 2009**

## TABLE OF CONTENTS

ARTICLE I – Name and Principal Office .....	3
ARTICLE II – Purpose .....	3
ARTICLE III – Dedication of Assets .....	4
ARTICLE IV – Construction and Definitions .....	4
ARTICLE V - Members .....	4
ARTICLE VI – Board of Directors .....	5
ARTICLE VII – Powers and Duties of the Board of Directors .....	6
ARTICLE VIII – Liabilities and Indemnification .....	7
ARTICLE IX - Meetings .....	8
ARTICLE X - Committees .....	10
ARTICLE XI – Advisory Committees .....	12
ARTICLE XII – Officers .....	12
ARTICLE XIII – Responsibility of Officers .....	13
ARTICLE XIV – Financial Matters .....	15
ARTICLE XV - Amendments .....	17

BYLAWS  
of the  
EASTERN SIERRA LAND TRUST  
A California Nonprofit Public Benefit Corporation

---

ARTICLE I  
Name and Principal Office

1.1 Name:

The name of this Corporation is:

EASTERN SIERRA LAND TRUST.

1.2 Principal Office:

The principal office for the transaction of the activities and affairs of this Corporation is located at:

176 Home Street  
Bishop CA 93514  
Inyo County

The Board of Directors may change the location of the principal office. Any such change of location must be noted by the Secretary on these Bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

The Board may at any time establish branch or subordinate offices at any place or places where this Corporation is qualified to conduct its activities.

ARTICLE II  
Purpose

2.1 Nonprofit Corporation:

This Corporation is a nonprofit public benefit corporation and is not organized for the private benefit of any person. It is organized and operated exclusively under the California Nonprofit Public Benefit Corporation Law for charitable purposes.

2.2 Purpose:

The specific and primary purposes for which this Corporation is formed are:

For the benefit of present and future generations, and within the meaning of Internal Revenue Code Section 501(c)(3) or the corresponding provision of any future United States Internal revenue law and Section 23701d of the California Revenue and Taxation Code:

1. To solicit, receive and administer property i.e., fee and easement interests in real property, and funds, in order to permanently preserve, protect and enhance land in Eastern Sierra region and other locations in the states of California and Nevada.

2. To protect and manage such lands for their scenic, recreational, historical, agricultural, botanic, watershed, and wildlife values;

Despite any other provision in these articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States Internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2) or the corresponding provision of any future United States Internal revenue law.

### ARTICLE III

#### Dedication of Assets

#### 3.0 Dedication of Assets:

This Corporation's assets are irrevocably dedicated to public benefit purposes, as described in ARTICLE II. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or to any Director or Officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a nonprofit organization or organizations organized and operated exclusively for purposes substantially similar to those set for in ARTICLE II of these Articles and which has: (a) established its tax-exempt status under Internal Revenue Code section 501(c)(3) or corresponding provisions of any future federal internal revenue law; and (b) which has established its tax-exempt status under Revenue and Taxation Code section 23701d or corresponding section of any future California revenue and tax law; or (c) which has established its tax exempt status under the laws of the state with taxing authority over the nonprofit organization.

### ARTICLE IV

#### Construction and Definitions

#### 4.0 Construction and Definitions:

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

### ARTICLE V

#### Members

#### 5.0 Members:

This Corporation shall have no members, as that term is defined in California Corporations Code Section 5056.

ARTICLE VI  
Board of Directors

6.1 Number of Directors:

The Board of Directors shall consist of not less than seven (7) and not more than fifteen (15) persons, the exact number to be fixed from time to time by a resolution approved by a majority of the then authorized, acting Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of said Director's term of office, unless a Director is affirmatively removed as hereinafter provided. Directors need not be residents of the State of California.

6.2 Requirements for Board Membership:

The Board may set standards and requirements for membership on the Board as it sees fit.

6.3 Term:

Directors shall be elected annually or at any regular Board meeting or special Board meeting convened for that purpose.

Each Director shall serve for a term of three (3) years.

Subject to re-election, Board members may serve an unlimited number of terms; however, a one year absence after three consecutive terms shall be required for any Board member before returning to the Board, unless Board majority approval for continued uninterrupted service on the Board is obtained.

6.4 Limitation on "Interested Persons":

No more than 49 percent of the persons serving on the Board may be "interested persons". An "interested person" is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Corporation.

6.5 Vacancies:

The Board shall determine when and how many vacancies shall be filled at regular meetings of the Board of Directors. The Board Development Committee, appointed by the Board, shall nominate one or more persons for such vacancies under procedures adopted by the Board. Directors may also nominate additional candidates at regular Board meetings. Each candidate shall be voted on individually. Candidates receiving the highest number of votes, up to the number of vacancies to be filled, shall be elected. A vacancy shall be deemed to exist in the event that the actual number of Directors is fewer than the authorized number for any reason.

6.6 Resignation:

A Director may resign at any time by giving written notice to the Board, or to the president, the vice-president, or the secretary. Such resignation is effective on the date

such notice is received, or at any later date specified in the notice. A resignation is effective without acceptance by the Board.

6.7 Removal:

The Board may remove any Director with or without cause, by a majority vote of the entire Board, if in the Board's sole judgment the Corporation's best interests are thereby served. Unless pre-approved otherwise, absence of a Director from four (4) or more consecutive regular Board meetings shall constitute cause for removal.

ARTICLE VII

Powers and Duties of the Board of Directors

7.1 Powers:

The Corporation shall have powers to the full extent allowed by law, subject to the provision of the Articles of Incorporation and these Bylaws. All powers and activities of the Corporation shall be exercised and managed directly by the Board, or if delegated, under the ultimate direction of the Board. The Board may delegate to an Executive Director or other staff or an Officer or Committee of the Board, subject to the Board's control, any of the powers and authorities of the Board for the business and affairs of the Corporation except where such delegation is prohibited by the Bylaws, and except for the power to amend these Bylaws.

Without prejudice to these general powers, and subject to the same limitation, the Directors shall have the power to:

- a. Select and remove all Officers, agents and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; fix their compensation; and bond any person who handles funds, or other items of value;
- b. Conduct, manage and control the affairs and business of this Corporation, and make such rules and regulations therefore not inconsistent with law, with the articles of Incorporation or with these Bylaws, as they may deem best;
- c. Change the principal executive office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting or meetings, including annual meetings;
- d. Adopt, make and use a corporate seal; and alter the form of the seal;
- e. Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, debentures, deeds of trust, mortgages, pledges, hypothecation and other evidences of debt and securities.

7.2 Duties of all Directors:

Elected and appointed Directors shall: (a) be chosen for their willingness and ability to contribute effectively to and support the objectives of the Corporation and shall perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation or by these Bylaws; (b) meet at such times and places as required; (c) elect, appoint and remove and prescribe the duties of all Officers, and agents of the Corporation; and (d) supervise all Officers, agents, Committees, Committee chairs and vice chairs to assure that their duties are properly performed.

7.3 Duties of Individual Directors:

A Director shall perform the duties of a Director, including duties as a member of any Committee of the Board on which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinary prudent person in a like situation would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements including financial statements and other financial data, in each case prepared or presented by any of the following:

- a. One or more Officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters described;
- b. Counsel, independent accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence; and
- c. A Committee of the Board upon which the Director does not serve, as to matters within its designated authority, which Committee the Director believes to merit confidence, so long as in any such case, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstance, and without knowledge that would cause such reliance to be unwarranted.

ARTICLE VIII  
Liabilities and Indemnification

8.1 Limitation on Liability for Actions as Director:

A person who performs the duties of a Director in accordance with the conditions described in paragraph 7.3 of Article VII of these Bylaws shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat the public and charitable purposes to which the Corporation, and the assets held by it, are dedicated.

8.2 Limitation on Liability for Corporate Obligations:

Directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

8.3 Indemnification:

To the extent that a person who is or was a Director, Officer, employee, or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is or was an agent of the Corporation, or has been successful in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceedings. If such person either individually settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings may be provided by this Corporation, subject to Board approval, but only to the extent allowed, and in accordance with the requirements of, Section 5328 of the California Nonprofit Public Benefit Corporation Law.

8.4 Conflicts:

The Board shall adopt policies regarding conflicts of interest related to its own members and Officers of the Corporation, other insiders, and staff members. Such policies shall be consistent with the standards of conduct set forth in the California Nonprofit Corporation Code and shall ensure, without limitation:

a. full disclosure of financial interests and involvement in transactions where a conflict of interest is a possibility; and

b. avoidance of potential conflicts of interest in choosing new Directors. Such policies shall impose upon each Director the responsibility to be alert to possible conflicts of interest of himself or other Directors, and where a Director has a conflict of interest, require that such Director be disqualified from the decision-making process involved.

ARTICLE IX  
Meetings

9.1 Organizational Meetings:

An annual organizational meeting, for the purpose of organizing and electing Officers, shall be the first Board meeting of each fiscal year. Notice of this meeting shall not be required.

9.2 Regular Meetings; Notice:

The Board shall hold regular Board meetings at least once each calendar quarter. Notice of such regular meetings shall be given to each Director in writing at least ten (10) but no more than ninety (90) days before the meeting date. Notice shall be given personally or by first class mail, or by other means of written or electronic communication and shall be addressed to each Director at the address of that Director as it appears on the books of the Corporation or at the address given by the Director to the Corporation for purposes of Notice. An affidavit of mailing of any notice or giving of notice by other means may be executed by the Secretary or Assistant Secretary and if so executed, shall be filed and maintained in the Corporation's minute book.



9.3 Special Meetings; Notice:

Special meetings of the Board may be called by the President or by any three (3) members of the Board. Notice of the time and place thereof shall be given in person, by telephone or by e-mail at least forty-eight (48) hours before the time set for such meeting or by written notice at least seventy-two (72) hours before such meeting. The notice shall state the time, place and subject matter of the special meeting. Any business which may be lawfully transacted by the Board may be transacted at any special meeting provided a legal quorum is present.

9.4 Quorum:

Not fewer than 50% of the Directors then serving shall be present to constitute a quorum for the transaction of business. Directors may attend board meetings by teleconference and thereby be included in the quorum count. Whether or not there is a quorum at any meeting, a majority of the Directors who are present may adjourn the meeting from time to time until a quorum shall be present.

9.5 Number of Votes:

At each meeting each Director present shall have one vote. All votes by the Board are subject to the provisions of the California Nonprofit Corporation law, especially those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) appointment of Committees and (c) indemnification of Directors. Every act or decision by a majority of the Directors present shall be regarded as the act of the Board, except that a majority of the Directors then in office shall be required to acquire or accept any interest in real property, or to sell, exchange, otherwise transfer or encumber any real property owned by the Corporation.

9.6 Validity of Meetings:

The transactions of any meeting of the Board, however called and noticed, shall be valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, or (b) if a quorum is not present, either before or after the meeting each and every Director not present signs a consent to holding the meeting, which consent will state the place and time of the meeting and the subject(s) of the meeting or the actions taken at the meeting. Said consent is to be filed with the minutes of that meeting.

9.7 Meeting upon Written Consent:

Any action that the Board is required or permitted to take may be taken without a meeting, if all members of the Board consent in writing or by electronic means to that action. Such “action by written consent” shall have the same force and effect as any other validly approved action of the Board and such written consents shall be filed with the corporate records. Such meeting upon written consent is to be noted in the minutes of the next regular meeting of the Board.

9.8 Adjournment:

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than

twenty-four (24) hours, in which case personal notice of the time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment, in accordance with the notification requirements contained in Paragraph 9.3 above.

ARTICLE X  
Committees

10.1 Creation and Powers of Committees of the Board (“Board Committees”):

a. Standing Committees and Special Committees

The Board may create one or more Committees of the Board. These Board Committees include permanent Standing Committees, e.g. Lands Committee, Finance & Investment Committee, etc., and Special Committees, e.g. Arts Committee, Accreditation Committee, etc., created to address and oversee special projects of the ESLT. Each Board Committee must consist of one or more Board members, one or more Staff member, and other persons, all to serve at the discretion of the Board. It is the responsibility of the Board and Staff members to communicate the activities of the respective Committee to the Board.

b. Executive Committee

The Board may also create an Executive Committee, which shall consist of the Officers of the Corporation, the Executive Director (non-voting member) and up to two additional members of the Board.

c. Power and Authority of Committees

The Executive Committee shall be the only Board Committee to have the authority of the Board to make interim Board decisions for the transaction of business between regularly scheduled meetings of the Board. Other Board Committees shall have the authority to take any final Board actions only with the prior approval of the Board of Directors. Neither the Executive Committee nor any other Committee of the Board may:

- 1) Take any final action in matters which, under the Nonprofit Corporation Law of California, requires Board of Directors’ approval;
- 2) Fix compensation of the Directors for serving on the Board or on any Board Committee;
- 3) Amend or repeal Bylaws or adopt new Bylaws;
- 4) Fill vacancies of the Board or any Standing Committee;
- 5) Amend or repeal any resolution of the Board which by its express terms cannot be amended or repealed;
- 6) Appoint any other Committees of the Board or the members of these Committees;

7) Approve any transaction (1) to which the Corporation is a party and in which one or more Directors have a material financial interest except as special approval is provided for in Corporations Code Section 5233(d)(3); or (2) between the Corporation and any person in which one or more of the Directors have a material financial interest;

8) Spend, invest, or obligate sums of money or other assets/liabilities in excess of Five Hundred Dollars (\$500) unless such authority is granted by Board resolution.

10.2 Meetings of Committees:

The times, locations, and agendas of meetings of Board Committees shall be governed by the respective Committees, subject to any potential limitations or guidelines that the Board may impose. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. A brief synopsis of any Board Committee meeting shall be presented directly to the members of the Board, by letter, e-mail, or discussion at the regular meetings of the Board. The Board may adopt rules for the governance of any Committee not inconsistent with the provisions of these Bylaws or, if the Board has not adopted rules, the Committee may do so.

10.3 Membership of Committees:

a. It is the normal expectation that each Director shall serve on at least one Committee of the Board or serve the Board in an individual capacity of similar significance to further the mission, goals and objectives of the organization;

b. As stated in 10.1.a above and unless specified otherwise for a particular Committee, each Board Committee should have Board and staff representation and other members from the community with appropriate skills, knowledge, contacts or interest to perform the work of the Committee;

c. The Chair of each Committee, except the Executive Committee, need not be a Board member;

d. The Committee Chairs shall be determined in the manner directed by the Board upon creation of the committee. Committee members shall be appointed by the Committee Chair with the concurrence of the President and a majority of the Board;

e. The terms of the Committee Chairs and members shall be one year and are evaluated and approved at the annual organization meeting. Terms may be renewed without limit.

ARTICLE XI  
Advisory Board

11.1 Creation of Advisory Board:

The Board may appoint individuals to serve on a non-voting Advisory Board to act in an “honorary” or advisory capacity to the Board in the conduct of the affairs of the Corporation. The Board may adopt rules or procedures for the Advisory Board from time to time. The Board shall appoint individuals to serve on the Advisory Board without limitation to terms or tenure. Advisory Board members may be appointed by the Board at any regular or special meeting of the Board. Any member of the Advisory Board may be removed, with or without cause, at any time by a majority vote of the Board.

11.2 Purpose of the Advisory Board:

The purpose of the Advisory Board includes, but is not limited to:

- a. Providing expert help or advice to the Corporation on specific and general matters; and
- b. Providing pro bono professional support for the Corporation’s activities; and
- c. Offering prestige and contacts to the Corporation through use of Advisory Board members’ names, reputations and/or affiliations; and
- d. Providing liaison with public agencies.

11.3 Duties:

The Advisory Board members do not have prescribed duties, responsibilities or authorities. When possible, members are encouraged to serve on standing committees, offer advice, or promote the organization through their contacts.

11.4 Requirements for Service:

Advisory Board members should be supportive of the mission, goals and objectives of the Corporation. It is a normal expectation that members of the Advisory Board will be financially supportive members of the ESLT.

ARTICLE XII  
Officers

12.1 Officers:

The Officers of the Corporation shall be: President, Secretary; and, Chief Financial Officer, sometimes referred to as the Treasurer. The Corporation, at the Board’s discretion, may also have a Chairman of the Board, one or more Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers and such other Officers as may be appointed under Paragraph 12.3 of these Bylaws. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as either the President or the Chairman of the Board.

12.2 Selection:

The Officers of this Corporation, except any appointed under Paragraph 12.3 of this Bylaws, shall be chosen annually by the Directors, and each shall serve at the discretion of the Board, subject to the rights, if any, of an Officer under any contract of employment. The Board Development Committee shall present a slate of nominees for Officers at each annual organization meeting or at any regular meeting to the Board where a vacancy for an Officer position exists.

12.3 Delegation of Selection:

The Board may appoint and authorize the Chairman of the Board, the President or another Officer to appoint any other Officers that the Corporation may require. Each appointed Officer shall have the title and authority, hold office for the period, and perform the duties specified in the Bylaws or established by the Board.

12.4 Term:

The term of office for any Officer of the Corporation shall be one year or until the next annual organization meeting, whichever is less.

12.5 Removal:

Without prejudice to the rights of any Officer under an employment contract, the Board may remove any Officer with or without cause, by resolution passed by the majority of the Board.

12.6 Resignation:

Any Officer may resign at any time by giving written notice to this Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice, and unless otherwise specified in the notice, the acceptance of the resignation is without prejudice to the rights, if any, of this Corporation under any contract to which the Officer is party.

12.7 Vacancy:

A vacancy in any office for any reason shall be filled in the manner described in these Bylaws for the regular appointments or elections to that office.

ARTICLE XIII  
Responsibilities of Officers

13.1 President:

The President shall be the Board's primary leader and communications link between Board, Staff and the general public. In the absence of an Executive Director, the President shall function as the Corporation's Chief Executive Officer. The President shall preside at the Board meetings and shall, subject to the control of the Board, generally supervise, direct and control the Corporation's business and its Officers. The President shall have the general powers and duties of management usually vested in the President of a corporation, and shall have such other powers and duties as may be prescribed by these Bylaws or by the Board. The President shall be an ex-officio member without vote on all Committees.

13.2 Vice-President:

The Vice-President(s), if any, shall, in the absence or disability of the President, or at the President's or Board's request, perform the duties and exercise the powers of the President and shall have such other power and perform such other duties as may be prescribed by these Bylaws or by the Board.

13.3 Secretary:

The Secretary shall attend all sessions of the Board and record, or cause to be recorded, all votes and minutes for all proceedings. The Secretary shall keep or cause to be kept a book or books of minutes of all meetings, proceedings, and action of the Board and of Committees of the Board. The Secretary shall oversee the maintenance of all corporate records in computers, files and/or binders as appropriate, and shall be responsible for ensuring that the Corporation complies with all Federal, State and local filing and reporting requirements. He or she shall give, or cause to be given, notice of all special meetings of the Directors, and shall have such other powers and perform such other duties as may be prescribed by these Bylaws or by the Board.

13.4 Treasurer:

The Treasurer shall have such powers as are usually vested in the Treasurer of a corporation. He or she shall be responsible for oversight of, and as appropriate, execution of the following:

- a. Deposit of funds in the manner required by the Board;
- b. Payment obligations of the Corporation;
- c. Entry and maintenance of adequate and correct accounts of the Corporation's properties and business transactions;
- d. Rendering of reports and accountings as required and presentation of this material to the appropriate Committees of the Board and to the Board of Directors;
- e. Preparation of the annual budget;
- f. Tax preparation and IRS filings;
- g. Regular reconciliation of financial reports to original bank and fund statements;
- h. Discharge such other duties as pertain to the office as prescribed by law, these Bylaws or by the Board.

13.5 Executive Director:

The Board may appoint an Executive Director of the Corporation. The Executive Director, and not the President, shall then be the Corporation's Chief Executive Officer and shall be responsible for executing the Corporation's affairs and operations in accordance with the policies established by the Board. However, the Executive Director may not acquire or accept any interest in real property on behalf of the Corporation, or

sell or encumber any real property owned by the Corporation, except with the express approval of the Board as provided under ARTICLE VII, above. He or she shall give notice of all meetings, have custody of the Corporation's minutes and records, including those of the Board and its Committees and shall perform such other duties as the Board may direct.

The Executive Director shall submit to the Board any matters requiring their attention and annually and at such other times as may be appropriate, present to the Board reports upon the Corporation's affairs. The Board, by resolution, may require him or her to give bond with an approved surety for the faithful performance of duties in such amounts as may be fixed by the Board. The costs of such bond shall be borne by the Corporation. The fiscal responsibilities of the Executive Director and the limitations upon his fiscal authority shall be established by the Board. The Executive Director shall serve at the pleasure of the Board, which shall fix his or her compensation, if any. The Executive Director shall be an ex-officio member without vote on the Board and all standing and ad hoc Committees.

#### ARTICLE XIV Financial Matters

##### 14.1 Audits:

The Board shall provide for an independent or external annual audit of the Corporation's financial records by a Certified Public Accountant or other qualified professional. Such independent audit shall include, but not be limited to, assets, liabilities, revenue, expenses and disbursements. The auditor shall furnish a written report to the Board thereof. An annual independent audit shall be conducted as above, for each succeeding year, unless in the judgment of a majority of the Board the audit may be delayed for a period of no more than two years.

##### 14.2 Bonds:

The Corporation shall have the right to bond any person who handles funds, or other items of value, on its behalf; however, bonding shall not be required unless directed by a specific resolution of the Board.

##### 14.3 Insurance:

The Board may adopt a Resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, Officer, employee or other agent) against any liability of self dealing asserted against or incurred by the agent in such capacity or arising out of the status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provision of Section 5248 of the California Nonprofit Public Benefit Corporation Law.

##### 14.4 Fiscal Year:

The Corporation's fiscal year shall begin on January 1 and end each year on December 31, unless changed by the Board.

##### 14.5 Deposit and Withdrawal of Funds:

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories in accordance with the established

policies of the Board. Withdrawals from all Corporation accounts shall require signature as required by Board resolution.

14.6 Execution of Documents:

Any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed may be signed by any two of the following persons:

- a. Any Officer or other person duly authorized by resolution of the Board to execute such documents; or
- b. In the absence of express authorization of the Board, the Executive Director, President, Vice-President, Secretary or Treasurer.

14.7 Requirement of Signatures:

Except as otherwise provided by law or herein, every check, draft, promissory note, money order, or other evidence of indebtedness of the Corporation shall be signed by such individuals as are authorized by the Board. With the exception of petty cash and checks of less than a stated value established from time to time, funds of the Corporation shall be paid out only by corporate checks signed by Board Officers approved by Board resolution – unless otherwise authorized by the Board.

14.8 Authorization of Contracts:

All contracts entered into on the Corporations' behalf must be authorized by the Board.

14.9 Acceptance of Gifts, Interest in Real Property:

The Board has the authority to accept gifts and contributions to the Corporation, which authority may be delegated to the Executive Director by the Board. Specific Board approval is required for acceptance of any interest in real property.

14.10 Forbidden Transactions:

The following transactions are prohibited:

- a. Loans of money or property to or guarantee of any obligation of any Director or Officer; provided, however, that the Corporation may advance money to a Director or Officer of the Corporation for the expenses reasonably anticipated to be incurred in performance of the duties of such Director or Officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.
- b. Except as provided in Paragraph 14.10.c, below, any self-dealing transaction. A self-dealing transaction is one to which the Corporation is a party and in which one or more of the Directors has a material financial interest.
- c. The Board may approve a self-dealing transaction if the Board determines that the transaction is undertaken for the Corporation's own benefit and is fair and reasonable to the Corporation; and the Board, after reasonable investigation under the circumstances, determines that this Corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board, in good faith, with knowledge of the material facts concerning the transaction and the Director's interest in the transaction, and by the



vote of a majority of the Directors then in office, without counting the vote of the interested Director(s).

14.11 Uncompensated Directors:

At all times, fifty-one percent (51%) or more of the Directors shall be persons who have not been compensated within the previous twelve (12) months, by this Corporation for services performed for this Corporation. In this paragraph, the term “persons” includes individual related by blood or marriage.

14.12 Investments:

Except with respect to assets held for use or used directly in carrying out this Corporation’s public benefit purpose, in investing, reinvesting, purchasing, acquiring, exchanging, selling and managing this Corporation’s investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income and/or growth of funds, as well as the probable safety of this Corporation’s capital. Funds held for less than two years shall emphasize the “preservation of capital” and shall only be invested in fixed income investments such as cash equivalents or high quality bonds with maturity dates of less than one (1) year. Funds held for more than two years shall also emphasize “growth”, and may include equities such as quality stocks and mutual funds. The provisions of Paragraph 14.10.a above shall apply to this Paragraph.

14.13 Annual Report:

The Executive Director, or if none, the President shall, within sixty (60) days of the end of the Corporation’s fiscal year, furnish a written report annually to the Directors of the Corporation containing the following information:

- a. Assets and liabilities, including trust funds, of the Corporation as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- c. The revenue or receipts of this Corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- d. The expenses or disbursements of this Corporation, for both the general and restricted purposes, during the fiscal year.

ARTICLE XV  
Amendments

15.1 Amendments:

The Corporation’s Articles of Incorporation and Bylaws may be amended by the vote or written consent of a majority of the Board.

**BYLAWS  
of the  
EASTERN SIERRA LAND TRUST  
Adopted November 2, 2009**

## TABLE OF CONTENTS

ARTICLE I – Name and Principal Office .....	3
ARTICLE II – Purpose .....	3
ARTICLE III – Dedication of Assets .....	4
ARTICLE IV – Construction and Definitions .....	4
ARTICLE V - Members .....	4
ARTICLE VI – Board of Directors .....	5
ARTICLE VII – Powers and Duties of the Board of Directors .....	6
ARTICLE VIII – Liabilities and Indemnification .....	7
ARTICLE IX - Meetings .....	8
ARTICLE X - Committees .....	10
ARTICLE XI – Advisory Committees .....	12
ARTICLE XII – Officers .....	12
ARTICLE XIII – Responsibility of Officers .....	13
ARTICLE XIV – Financial Matters .....	15
ARTICLE XV - Amendments .....	17

BYLAWS  
of the  
EASTERN SIERRA LAND TRUST  
A California Nonprofit Public Benefit Corporation

---

ARTICLE I  
Name and Principal Office

1.1 Name:

The name of this Corporation is:

EASTERN SIERRA LAND TRUST.

1.2 Principal Office:

The principal office for the transaction of the activities and affairs of this Corporation is located at:

176 Home Street  
Bishop CA 93514  
Inyo County

The Board of Directors may change the location of the principal office. Any such change of location must be noted by the Secretary on these Bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

The Board may at any time establish branch or subordinate offices at any place or places where this Corporation is qualified to conduct its activities.

ARTICLE II  
Purpose

2.1 Nonprofit Corporation:

This Corporation is a nonprofit public benefit corporation and is not organized for the private benefit of any person. It is organized and operated exclusively under the California Nonprofit Public Benefit Corporation Law for charitable purposes.

2.2 Purpose:

The specific and primary purposes for which this Corporation is formed are:

For the benefit of present and future generations, and within the meaning of Internal Revenue Code Section 501(c)(3) or the corresponding provision of any future United States Internal revenue law and Section 23701d of the California Revenue and Taxation Code:

1. To solicit, receive and administer property i.e., fee and easement interests in real property, and funds, in order to permanently preserve, protect and enhance land in Eastern Sierra region and other locations in the states of California and Nevada.

2. To protect and manage such lands for their scenic, recreational, historical, agricultural, botanic, watershed, and wildlife values;

Despite any other provision in these articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States Internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2) or the corresponding provision of any future United States Internal revenue law.

### ARTICLE III

#### Dedication of Assets

#### 3.0 Dedication of Assets:

This Corporation's assets are irrevocably dedicated to public benefit purposes, as described in ARTICLE II. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or to any Director or Officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a nonprofit organization or organizations organized and operated exclusively for purposes substantially similar to those set for in ARTICLE II of these Articles and which has: (a) established its tax-exempt status under Internal Revenue Code section 501(c)(3) or corresponding provisions of any future federal internal revenue law; and (b) which has established its tax-exempt status under Revenue and Taxation Code section 23701d or corresponding section of any future California revenue and tax law; or (c) which has established its tax exempt status under the laws of the state with taxing authority over the nonprofit organization.

### ARTICLE IV

#### Construction and Definitions

#### 4.0 Construction and Definitions:

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

### ARTICLE V

#### Members

#### 5.0 Members:

This Corporation shall have no members, as that term is defined in California Corporations Code Section 5056.

ARTICLE VI  
Board of Directors

6.1 Number of Directors:

The Board of Directors shall consist of not less than seven (7) and not more than fifteen (15) persons, the exact number to be fixed from time to time by a resolution approved by a majority of the then authorized, acting Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of said Director's term of office, unless a Director is affirmatively removed as hereinafter provided. Directors need not be residents of the State of California.

6.2 Requirements for Board Membership:

The Board may set standards and requirements for membership on the Board as it sees fit.

6.3 Term:

Directors shall be elected annually or at any regular Board meeting or special Board meeting convened for that purpose.

Each Director shall serve for a term of three (3) years.

Subject to re-election, Board members may serve an unlimited number of terms; however, a one year absence after three consecutive terms shall be required for any Board member before returning to the Board, unless Board majority approval for continued uninterrupted service on the Board is obtained.

6.4 Limitation on "Interested Persons":

No more than 49 percent of the persons serving on the Board may be "interested persons". An "interested person" is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Corporation.

6.5 Vacancies:

The Board shall determine when and how many vacancies shall be filled at regular meetings of the Board of Directors. The Board Development Committee, appointed by the Board, shall nominate one or more persons for such vacancies under procedures adopted by the Board. Directors may also nominate additional candidates at regular Board meetings. Each candidate shall be voted on individually. Candidates receiving the highest number of votes, up to the number of vacancies to be filled, shall be elected. A vacancy shall be deemed to exist in the event that the actual number of Directors is fewer than the authorized number for any reason.

6.6 Resignation:

A Director may resign at any time by giving written notice to the Board, or to the president, the vice-president, or the secretary. Such resignation is effective on the date

such notice is received, or at any later date specified in the notice. A resignation is effective without acceptance by the Board.

6.7 Removal:

The Board may remove any Director with or without cause, by a majority vote of the entire Board, if in the Board's sole judgment the Corporation's best interests are thereby served. Unless pre-approved otherwise, absence of a Director from four (4) or more consecutive regular Board meetings shall constitute cause for removal.

ARTICLE VII

Powers and Duties of the Board of Directors

7.1 Powers:

The Corporation shall have powers to the full extent allowed by law, subject to the provision of the Articles of Incorporation and these Bylaws. All powers and activities of the Corporation shall be exercised and managed directly by the Board, or if delegated, under the ultimate direction of the Board. The Board may delegate to an Executive Director or other staff or an Officer or Committee of the Board, subject to the Board's control, any of the powers and authorities of the Board for the business and affairs of the Corporation except where such delegation is prohibited by the Bylaws, and except for the power to amend these Bylaws.

Without prejudice to these general powers, and subject to the same limitation, the Directors shall have the power to:

- a. Select and remove all Officers, agents and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; fix their compensation; and bond any person who handles funds, or other items of value;
- b. Conduct, manage and control the affairs and business of this Corporation, and make such rules and regulations therefore not inconsistent with law, with the articles of Incorporation or with these Bylaws, as they may deem best;
- c. Change the principal executive office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting or meetings, including annual meetings;
- d. Adopt, make and use a corporate seal; and alter the form of the seal;
- e. Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, debentures, deeds of trust, mortgages, pledges, hypothecation and other evidences of debt and securities.

7.2 Duties of all Directors:

Elected and appointed Directors shall: (a) be chosen for their willingness and ability to contribute effectively to and support the objectives of the Corporation and shall perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation or by these Bylaws; (b) meet at such times and places as required; (c) elect, appoint and remove and prescribe the duties of all Officers, and agents of the Corporation; and (d) supervise all Officers, agents, Committees, Committee chairs and vice chairs to assure that their duties are properly performed.

7.3 Duties of Individual Directors:

A Director shall perform the duties of a Director, including duties as a member of any Committee of the Board on which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinary prudent person in a like situation would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements including financial statements and other financial data, in each case prepared or presented by any of the following:

- a. One or more Officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters described;
- b. Counsel, independent accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence; and
- c. A Committee of the Board upon which the Director does not serve, as to matters within its designated authority, which Committee the Director believes to merit confidence, so long as in any such case, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstance, and without knowledge that would cause such reliance to be unwarranted.

ARTICLE VIII  
Liabilities and Indemnification

8.1 Limitation on Liability for Actions as Director:

A person who performs the duties of a Director in accordance with the conditions described in paragraph 7.3 of Article VII of these Bylaws shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat the public and charitable purposes to which the Corporation, and the assets held by it, are dedicated.

8.2 Limitation on Liability for Corporate Obligations:

Directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation.



8.3 Indemnification:

To the extent that a person who is or was a Director, Officer, employee, or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is or was an agent of the Corporation, or has been successful in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceedings. If such person either individually settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings may be provided by this Corporation, subject to Board approval, but only to the extent allowed, and in accordance with the requirements of, Section 5328 of the California Nonprofit Public Benefit Corporation Law.

8.4 Conflicts:

The Board shall adopt policies regarding conflicts of interest related to its own members and Officers of the Corporation, other insiders, and staff members. Such policies shall be consistent with the standards of conduct set forth in the California Nonprofit Corporation Code and shall ensure, without limitation:

a. full disclosure of financial interests and involvement in transactions where a conflict of interest is a possibility; and

b. avoidance of potential conflicts of interest in choosing new Directors. Such policies shall impose upon each Director the responsibility to be alert to possible conflicts of interest of himself or other Directors, and where a Director has a conflict of interest, require that such Director be disqualified from the decision-making process involved.

ARTICLE IX  
Meetings

9.1 Organizational Meetings:

An annual organizational meeting, for the purpose of organizing and electing Officers, shall be the first Board meeting of each fiscal year. Notice of this meeting shall not be required.

9.2 Regular Meetings; Notice:

The Board shall hold regular Board meetings at least once each calendar quarter. Notice of such regular meetings shall be given to each Director in writing at least ten (10) but no more than ninety (90) days before the meeting date. Notice shall be given personally or by first class mail, or by other means of written or electronic communication and shall be addressed to each Director at the address of that Director as it appears on the books of the Corporation or at the address given by the Director to the Corporation for purposes of Notice. An affidavit of mailing of any notice or giving of notice by other means may be executed by the Secretary or Assistant Secretary and if so executed, shall be filed and maintained in the Corporation's minute book.

9.3 Special Meetings; Notice:

Special meetings of the Board may be called by the President or by any three (3) members of the Board. Notice of the time and place thereof shall be given in person, by telephone or by e-mail at least forty-eight (48) hours before the time set for such meeting or by written notice at least seventy-two (72) hours before such meeting. The notice shall state the time, place and subject matter of the special meeting. Any business which may be lawfully transacted by the Board may be transacted at any special meeting provided a legal quorum is present.

9.4 Quorum:

Not fewer than 50% of the Directors then serving shall be present to constitute a quorum for the transaction of business. Directors may attend board meetings by teleconference and thereby be included in the quorum count. Whether or not there is a quorum at any meeting, a majority of the Directors who are present may adjourn the meeting from time to time until a quorum shall be present.

9.5 Number of Votes:

At each meeting each Director present shall have one vote. All votes by the Board are subject to the provisions of the California Nonprofit Corporation law, especially those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) appointment of Committees and (c) indemnification of Directors. Every act or decision by a majority of the Directors present shall be regarded as the act of the Board, except that a majority of the Directors then in office shall be required to acquire or accept any interest in real property, or to sell, exchange, otherwise transfer or encumber any real property owned by the Corporation.

9.6 Validity of Meetings:

The transactions of any meeting of the Board, however called and noticed, shall be valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, or (b) if a quorum is not present, either before or after the meeting each and every Director not present signs a consent to holding the meeting, which consent will state the place and time of the meeting and the subject(s) of the meeting or the actions taken at the meeting. Said consent is to be filed with the minutes of that meeting.

9.7 Meeting upon Written Consent:

Any action that the Board is required or permitted to take may be taken without a meeting, if all members of the Board consent in writing or by electronic means to that action. Such “action by written consent” shall have the same force and effect as any other validly approved action of the Board and such written consents shall be filed with the corporate records. Such meeting upon written consent is to be noted in the minutes of the next regular meeting of the Board.

9.8 Adjournment:

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than

twenty-four (24) hours, in which case personal notice of the time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment, in accordance with the notification requirements contained in Paragraph 9.3 above.

ARTICLE X  
Committees

10.1 Creation and Powers of Committees of the Board (“Board Committees”):

a. Standing Committees and Special Committees

The Board may create one or more Committees of the Board. These Board Committees include permanent Standing Committees, e.g. Lands Committee, Finance & Investment Committee, etc., and Special Committees, e.g. Arts Committee, Accreditation Committee, etc., created to address and oversee special projects of the ESLT. Each Board Committee must consist of one or more Board members, one or more Staff member, and other persons, all to serve at the discretion of the Board. It is the responsibility of the Board and Staff members to communicate the activities of the respective Committee to the Board.

b. Executive Committee

The Board may also create an Executive Committee, which shall consist of the Officers of the Corporation, the Executive Director (non-voting member) and up to two additional members of the Board.

c. Power and Authority of Committees

The Executive Committee shall be the only Board Committee to have the authority of the Board to make interim Board decisions for the transaction of business between regularly scheduled meetings of the Board. Other Board Committees shall have the authority to take any final Board actions only with the prior approval of the Board of Directors. Neither the Executive Committee nor any other Committee of the Board may:

- 1) Take any final action in matters which, under the Nonprofit Corporation Law of California, requires Board of Directors’ approval;
- 2) Fix compensation of the Directors for serving on the Board or on any Board Committee;
- 3) Amend or repeal Bylaws or adopt new Bylaws;
- 4) Fill vacancies of the Board or any Standing Committee;
- 5) Amend or repeal any resolution of the Board which by its express terms cannot be amended or repealed;
- 6) Appoint any other Committees of the Board or the members of these Committees;

7) Approve any transaction (1) to which the Corporation is a party and in which one or more Directors have a material financial interest except as special approval is provided for in Corporations Code Section 5233(d)(3); or (2) between the Corporation and any person in which one or more of the Directors have a material financial interest;

8) Spend, invest, or obligate sums of money or other assets/liabilities in excess of Five Hundred Dollars (\$500) unless such authority is granted by Board resolution.

10.2 Meetings of Committees:

The times, locations, and agendas of meetings of Board Committees shall be governed by the respective Committees, subject to any potential limitations or guidelines that the Board may impose. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. A brief synopsis of any Board Committee meeting shall be presented directly to the members of the Board, by letter, e-mail, or discussion at the regular meetings of the Board. The Board may adopt rules for the governance of any Committee not inconsistent with the provisions of these Bylaws or, if the Board has not adopted rules, the Committee may do so.

10.3 Membership of Committees:

a. It is the normal expectation that each Director shall serve on at least one Committee of the Board or serve the Board in an individual capacity of similar significance to further the mission, goals and objectives of the organization;

b. As stated in 10.1.a above and unless specified otherwise for a particular Committee, each Board Committee should have Board and staff representation and other members from the community with appropriate skills, knowledge, contacts or interest to perform the work of the Committee;

c. The Chair of each Committee, except the Executive Committee, need not be a Board member;

d. The Committee Chairs shall be determined in the manner directed by the Board upon creation of the committee. Committee members shall be appointed by the Committee Chair with the concurrence of the President and a majority of the Board;

e. The terms of the Committee Chairs and members shall be one year and are evaluated and approved at the annual organization meeting. Terms may be renewed without limit.

ARTICLE XI  
Advisory Board

11.1 Creation of Advisory Board:

The Board may appoint individuals to serve on a non-voting Advisory Board to act in an “honorary” or advisory capacity to the Board in the conduct of the affairs of the Corporation. The Board may adopt rules or procedures for the Advisory Board from time to time. The Board shall appoint individuals to serve on the Advisory Board without limitation to terms or tenure. Advisory Board members may be appointed by the Board at any regular or special meeting of the Board. Any member of the Advisory Board may be removed, with or without cause, at any time by a majority vote of the Board.

11.2 Purpose of the Advisory Board:

The purpose of the Advisory Board includes, but is not limited to:

- a. Providing expert help or advice to the Corporation on specific and general matters; and
- b. Providing pro bono professional support for the Corporation’s activities; and
- c. Offering prestige and contacts to the Corporation through use of Advisory Board members’ names, reputations and/or affiliations; and
- d. Providing liaison with public agencies.

11.3 Duties:

The Advisory Board members do not have prescribed duties, responsibilities or authorities. When possible, members are encouraged to serve on standing committees, offer advice, or promote the organization through their contacts.

11.4 Requirements for Service:

Advisory Board members should be supportive of the mission, goals and objectives of the Corporation. It is a normal expectation that members of the Advisory Board will be financially supportive members of the ESLT.

ARTICLE XII  
Officers

12.1 Officers:

The Officers of the Corporation shall be: President, Secretary; and, Chief Financial Officer, sometimes referred to as the Treasurer. The Corporation, at the Board’s discretion, may also have a Chairman of the Board, one or more Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers and such other Officers as may be appointed under Paragraph 12.3 of these Bylaws. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as either the President or the Chairman of the Board.

12.2 Selection:

The Officers of this Corporation, except any appointed under Paragraph 12.3 of this Bylaws, shall be chosen annually by the Directors, and each shall serve at the discretion of the Board, subject to the rights, if any, of an Officer under any contract of employment. The Board Development Committee shall present a slate of nominees for Officers at each annual organization meeting or at any regular meeting to the Board where a vacancy for an Officer position exists.

12.3 Delegation of Selection:

The Board may appoint and authorize the Chairman of the Board, the President or another Officer to appoint any other Officers that the Corporation may require. Each appointed Officer shall have the title and authority, hold office for the period, and perform the duties specified in the Bylaws or established by the Board.

12.4 Term:

The term of office for any Officer of the Corporation shall be one year or until the next annual organization meeting, whichever is less.

12.5 Removal:

Without prejudice to the rights of any Officer under an employment contract, the Board may remove any Officer with or without cause, by resolution passed by the majority of the Board.

12.6 Resignation:

Any Officer may resign at any time by giving written notice to this Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice, and unless otherwise specified in the notice, the acceptance of the resignation is without prejudice to the rights, if any, of this Corporation under any contract to which the Officer is party.

12.7 Vacancy:

A vacancy in any office for any reason shall be filled in the manner described in these Bylaws for the regular appointments or elections to that office.

ARTICLE XIII  
Responsibilities of Officers

13.1 President:

The President shall be the Board's primary leader and communications link between Board, Staff and the general public. In the absence of an Executive Director, the President shall function as the Corporation's Chief Executive Officer. The President shall preside at the Board meetings and shall, subject to the control of the Board, generally supervise, direct and control the Corporation's business and its Officers. The President shall have the general powers and duties of management usually vested in the President of a corporation, and shall have such other powers and duties as may be prescribed by these Bylaws or by the Board. The President shall be an ex-officio member without vote on all Committees.

13.2 Vice-President:

The Vice-President(s), if any, shall, in the absence or disability of the President, or at the President's or Board's request, perform the duties and exercise the powers of the President and shall have such other power and perform such other duties as may be prescribed by these Bylaws or by the Board.

13.3 Secretary:

The Secretary shall attend all sessions of the Board and record, or cause to be recorded, all votes and minutes for all proceedings. The Secretary shall keep or cause to be kept a book or books of minutes of all meetings, proceedings, and action of the Board and of Committees of the Board. The Secretary shall oversee the maintenance of all corporate records in computers, files and/or binders as appropriate, and shall be responsible for ensuring that the Corporation complies with all Federal, State and local filing and reporting requirements. He or she shall give, or cause to be given, notice of all special meetings of the Directors, and shall have such other powers and perform such other duties as may be prescribed by these Bylaws or by the Board.

13.4 Treasurer:

The Treasurer shall have such powers as are usually vested in the Treasurer of a corporation. He or she shall be responsible for oversight of, and as appropriate, execution of the following:

- a. Deposit of funds in the manner required by the Board;
- b. Payment obligations of the Corporation;
- c. Entry and maintenance of adequate and correct accounts of the Corporation's properties and business transactions;
- d. Rendering of reports and accountings as required and presentation of this material to the appropriate Committees of the Board and to the Board of Directors;
- e. Preparation of the annual budget;
- f. Tax preparation and IRS filings;
- g. Regular reconciliation of financial reports to original bank and fund statements;
- h. Discharge such other duties as pertain to the office as prescribed by law, these Bylaws or by the Board.

13.5 Executive Director:

The Board may appoint an Executive Director of the Corporation. The Executive Director, and not the President, shall then be the Corporation's Chief Executive Officer and shall be responsible for executing the Corporation's affairs and operations in accordance with the policies established by the Board. However, the Executive Director may not acquire or accept any interest in real property on behalf of the Corporation, or

sell or encumber any real property owned by the Corporation, except with the express approval of the Board as provided under ARTICLE VII, above. He or she shall give notice of all meetings, have custody of the Corporation's minutes and records, including those of the Board and its Committees and shall perform such other duties as the Board may direct.

The Executive Director shall submit to the Board any matters requiring their attention and annually and at such other times as may be appropriate, present to the Board reports upon the Corporation's affairs. The Board, by resolution, may require him or her to give bond with an approved surety for the faithful performance of duties in such amounts as may be fixed by the Board. The costs of such bond shall be borne by the Corporation. The fiscal responsibilities of the Executive Director and the limitations upon his fiscal authority shall be established by the Board. The Executive Director shall serve at the pleasure of the Board, which shall fix his or her compensation, if any. The Executive Director shall be an ex-officio member without vote on the Board and all standing and ad hoc Committees.

#### ARTICLE XIV Financial Matters

##### 14.1 Audits:

The Board shall provide for an independent or external annual audit of the Corporation's financial records by a Certified Public Accountant or other qualified professional. Such independent audit shall include, but not be limited to, assets, liabilities, revenue, expenses and disbursements. The auditor shall furnish a written report to the Board thereof. An annual independent audit shall be conducted as above, for each succeeding year, unless in the judgment of a majority of the Board the audit may be delayed for a period of no more than two years.

##### 14.2 Bonds:

The Corporation shall have the right to bond any person who handles funds, or other items of value, on its behalf; however, bonding shall not be required unless directed by a specific resolution of the Board.

##### 14.3 Insurance:

The Board may adopt a Resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, Officer, employee or other agent) against any liability of self dealing asserted against or incurred by the agent in such capacity or arising out of the status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provision of Section 5248 of the California Nonprofit Public Benefit Corporation Law.

##### 14.4 Fiscal Year:

The Corporation's fiscal year shall begin on January 1 and end each year on December 31, unless changed by the Board.

##### 14.5 Deposit and Withdrawal of Funds:

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories in accordance with the established



policies of the Board. Withdrawals from all Corporation accounts shall require signature as required by Board resolution.

14.6 Execution of Documents:

Any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed may be signed by any two of the following persons:

- a. Any Officer or other person duly authorized by resolution of the Board to execute such documents; or
- b. In the absence of express authorization of the Board, the Executive Director, President, Vice-President, Secretary or Treasurer.

14.7 Requirement of Signatures:

Except as otherwise provided by law or herein, every check, draft, promissory note, money order, or other evidence of indebtedness of the Corporation shall be signed by such individuals as are authorized by the Board. With the exception of petty cash and checks of less than a stated value established from time to time, funds of the Corporation shall be paid out only by corporate checks signed by Board Officers approved by Board resolution – unless otherwise authorized by the Board.

14.8 Authorization of Contracts:

All contracts entered into on the Corporations' behalf must be authorized by the Board.

14.9 Acceptance of Gifts, Interest in Real Property:

The Board has the authority to accept gifts and contributions to the Corporation, which authority may be delegated to the Executive Director by the Board. Specific Board approval is required for acceptance of any interest in real property.

14.10 Forbidden Transactions:

The following transactions are prohibited:

- a. Loans of money or property to or guarantee of any obligation of any Director or Officer; provided, however, that the Corporation may advance money to a Director or Officer of the Corporation for the expenses reasonably anticipated to be incurred in performance of the duties of such Director or Officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.
- b. Except as provided in Paragraph 14.10.c, below, any self-dealing transaction. A self-dealing transaction is one to which the Corporation is a party and in which one or more of the Directors has a material financial interest.
- c. The Board may approve a self-dealing transaction if the Board determines that the transaction is undertaken for the Corporation's own benefit and is fair and reasonable to the Corporation; and the Board, after reasonable investigation under the circumstances, determines that this Corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board, in good faith, with knowledge of the material facts concerning the transaction and the Director's interest in the transaction, and by the

vote of a majority of the Directors then in office, without counting the vote of the interested Director(s).

14.11 Uncompensated Directors:

At all times, fifty-one percent (51%) or more of the Directors shall be persons who have not been compensated within the previous twelve (12) months, by this Corporation for services performed for this Corporation. In this paragraph, the term “persons” includes individual related by blood or marriage.

14.12 Investments:

Except with respect to assets held for use or used directly in carrying out this Corporation’s public benefit purpose, in investing, reinvesting, purchasing, acquiring, exchanging, selling and managing this Corporation’s investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income and/or growth of funds, as well as the probable safety of this Corporation’s capital. Funds held for less than two years shall emphasize the “preservation of capital” and shall only be invested in fixed income investments such as cash equivalents or high quality bonds with maturity dates of less than one (1) year. Funds held for more than two years shall also emphasize “growth”, and may include equities such as quality stocks and mutual funds. The provisions of Paragraph 14.10.a above shall apply to this Paragraph.

14.13 Annual Report:

The Executive Director, or if none, the President shall, within sixty (60) days of the end of the Corporation’s fiscal year, furnish a written report annually to the Directors of the Corporation containing the following information:

- a. Assets and liabilities, including trust funds, of the Corporation as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- c. The revenue or receipts of this Corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- d. The expenses or disbursements of this Corporation, for both the general and restricted purposes, during the fiscal year.

ARTICLE XV  
Amendments

15.1 Amendments:

The Corporation’s Articles of Incorporation and Bylaws may be amended by the vote or written consent of a majority of the Board.

## **PROJECT SUMMARY**

**County:** Mono County, CA

**Applicant:** Eastern Sierra Land Trust

**Project Title:** Cinnamon Ranch Agriculture & Resource Protection Project

## **PROJECT GOAL**

This important project will permanently protect a historic and organic certified working farm on 602 acres of important farm and ranchland by acquiring an agricultural conservation easement from a willing long term landowner. This project will aid in the preservation of our region's threatened working landscapes while also protecting the significant natural and historical resources that exist at this site. This easement will prohibit future subdivision, limit development, and, importantly, eliminate the potential for future water export, as the ranch holds surface water rights for three creeks.

## **PROJECT SCOPE**

This grant will enable the purchase of an agricultural conservation easement on 602 acres of important farm and ranchland, the majority of which is NRCS designated prime soils, in the Hammil Valley of Mono County, California.

Cinnamon ranch is a family owned and operated organic alfalfa farm and cattle ranch with historic roots as the first ranch established in this region of Mono County. Currently three generations of the family run a diverse agriculture operation that includes organic alfalfa, locally raised and marketed grass-fed beef, commercial sport fish aquaculture, and recently an experimental bio-fuel crop. Electricity used on site is generated utilizing a permitted 175kW hydroelectric facility that capitalizes on the historic irrigation infrastructure and long standing surface water rights to three creeks draining from the White Mountains.

Unlike the majority of farms in the region which rely heavily on groundwater, a limited and over-utilized resource, irrigation on this property is largely accomplished by using surface water and storage reservoirs. As a result, a portion of the water used on the property is retained where it can recharge the groundwater table below.

Beyond the benefits to the State and local economy resulting from continued agricultural production on this land, this project offers many other benefits for the region. The project will protect important habitat for a number of species of special concern including the Swainson's hawk, the Casa Diablo mule deer herd, and desert bighorn sheep. An easement on the property will also preserve the dramatic pastoral views over the green valley bottom farmland with the White Mountains towering above as viewed from U.S. Highway 6. Such views are important to preserving the rural character of the region enjoyed by visitors and residents alike.

Specifically, this agricultural conservation easement will protect these important resources by limiting future development on the property to within a pre-designated area away from the most productive soils, prohibiting subdivision, identifying and protecting unique historical features, and ensuring that the unique water resources tied to the land remain on the property where they contribute to the agricultural productivity as well as the local flora and fauna and replenish the aquifer below.

Eastern Sierra Land Trust is requesting \$980,000 to be applied towards the total easement value of \$1,400,000. Additionally, ESLT is requesting \$20,000 for necessary direct project related costs, indirect costs, and administration. These costs include escrow fees, title insurance, closing costs, legal counsel, and staff time and expenses for easement drafting, baseline documentation, performance measure reporting, and a portion of the overhead administrative costs related to this project. The landowners have agreed to a partial donation of land value of \$40,000, will contribute \$25,000 towards the perpetual stewardship fund at closing, have provided a preliminary title report for the property, and have paid for a portion of the appraisal. Eastern Sierra Land Trust has committed to paying for the majority of the appraisal and a portion of the administrative expenses related to this project. The remainder of the acquisition funding is expected to be provided by the NRCS Farm and Ranch Lands Protection Program.

## LETTERS OF SUPPORT

1. George Milovich, Agricultural Commissioner, Inyo and Mono Counties
2. Pete Pumphrey, President, Eastern Sierra Audubon Society
3. Brad Henderson, Deputy Regional Manager, California Department of Fish & Game
4. Doug Brown, Eastern Region Representative, California Deer Association

## SNC PROJECT DELIVERABLES AND SCHEDULE

<b>DETAILED PROJECT DELIVERABLES</b>	<b>TIMELINE</b>
Baseline Documentation Report completed	June 2011
Final easement terms determined	July 2011
Final legal review	August 2011
Submit 6-month progress report	November 2011
Escrow completed, easement completed, signed, and recorded	December 2011
Final report submitted to SNC	March 2012

## SNC PROJECT COSTS

<b>PROJECT BUDGET CATEGORIES</b>	<b>TOTAL SNC FUNDING</b>
Easement Acquisition Funding	\$980,000
Staff Expenses	\$6720
Mileage	\$200
Contracts/Consultants	\$6,000
Fees	\$5,000
Performance Measure Reporting	\$480
Administrative Costs	\$1600
<b>SNC GRANT TOTAL</b>	<b>\$1,000,000</b>

## **Evaluation Criteria**

### **Cinnamon Ranch Agriculture & Resource Protection Project**

#### **A. Project Quality and Readiness**

##### **2. General Description**

This project will permanently protect a historic, certified organic working farm on 602 acres of important farm and ranchland in Hammil Valley, Mono County. An agricultural conservation easement, purchased from the long-time landowners, will aid in the preservation of our region's threatened working landscapes while also protecting the significant natural and historical resources that exist at this site.

Cinnamon Ranch is a family owned and operated organic alfalfa farm and cattle ranch and is the first ranch established in this region of Mono County. Currently three generations of the family run a diverse agriculture operation that includes organic alfalfa, pumpkin, locally raised and marketed grass-fed beef, commercial sport-fish aquaculture, and an experimental bio-fuel crop. Electricity used on site is generated utilizing a permitted 175-kilowatt hydroelectric facility that capitalizes on the historic irrigation infrastructure and long standing surface water rights to three creeks draining from the White Mountains.

Unlike the majority of farms in the region that rely heavily on groundwater, a limited and over-utilized resource, irrigation on this property is largely accomplished by using surface water and storage reservoirs. As a result, a portion of the water used on the property is retained where it can recharge the groundwater.

The project will protect important habitat for a number of species of special concern including the Swainson's hawk, the Casa Diablo mule deer herd, and desert bighorn sheep. An easement on the property will also preserve the dramatic pastoral views over the green valley bottom farm land with the White Mountains towering above as viewed from U.S. Highway 6. Such views are important to defining the rural character of the region.

The ranch also possesses important historical resources, such as evidence of prior Native American habitation in addition to more recent land use as the first ranch established in this region of southern Mono County and former railroad stop.

Unfortunately, due to increasing costs, as well as the national economic decline, which was felt particularly strongly within the dairy industry, the landowners are in a position where they must either sell their land or find other means to stay in business. Using a purchased conservation easement, the landowners hope to reinvest a portion of the new funds to keep the operation sustainable for years to come.

The threat to this farm is subdivision and development into rural housing. Growing demand for housing in northern Inyo and southern Mono Counties has resulted in heightened development pressure in the region and the loss of agricultural lands, a concern that is identified specifically in the Mono County General Plan. The potential impacts from development include reduced habitat quality for wildlife, degraded water quality, and reduced regional economic output among others.

An agricultural conservation easement will protect the resources of the ranch by limiting future development, prohibiting subdivision, protecting unique historical and biological features, and ensuring that the water resources tied to the land remain on the property..

Eastern Sierra Land Trust is requesting \$980,000 to be applied towards the total easement value of \$1,400,000. Additionally, ESLT is requesting \$20,000 for necessary direct project related costs, indirect costs, and administration. These costs include escrow fees, title insurance, closing costs, legal counsel, and staff time and expenses for easement drafting, baseline documentation, performance measure reporting, and a portion of the overhead administrative costs related to this project. The landowners have agreed to a partial donation of land value of \$40,000, will contribute \$25,000 towards the perpetual stewardship fund at closing, have provided a preliminary title report for the property, and have paid for a portion of the appraisal. Eastern Sierra Land Trust has committed to paying for the majority of the appraisal and a portion of the administrative expenses related to this project. The remainder of the acquisition funding is expected to be provided by the NRCS Farm and Ranch Lands Protection Program.

ESLT has a standard process and checklist for easement acquisitions and nearly 10 years of experience in both completing and stewarding conservation easement projects. Within our nine completed easements to date, our organization presently oversees more than 1,700 acres of land under two agricultural easements within 10 miles of this property.

Much work has been completed to prepare this project for the funding-ready phase. Our organization has negotiated the primary easement terms with the landowner and worked hard with funding partner staff to prepare the strongest proposals possible.

### 3. Workplan and Schedule

(a) <b>Workplan</b>	<b>Completed</b>
1. Coordinated development of funding proposals, preliminary inventory of physical/biological resources, application for funding to SNC	September 2010
2. NRCS FRPP funding application submitted	October 2010
3. SNC Funding award announced	March 2011
4. Baseline Documentation Report completed	June 2011
5. Final easement terms drafted	July 2011
6. Final legal review of easement document completed	August 2011
7. Submit 6-month progress report	November 2011
8. Escrow completed, easement completed, signed, and recorded	December 2011
9. Final report and performance measures reporting submitted to SNC	March 2012

(b) There are no significant factors expected to affect this project's timeline and completion. Eastern Sierra Land Trust worked with the landowners and funding partners to reach agreement

on easement terms. The owners of the nearby Montgomery Creek Ranch, already under easement, have agreed to advise the Mosses through this process.

#### 4. Budget

(a) Richard and Barbara Moss have committed \$40,000 as a donation in land value towards this project in order to demonstrate their commitment to seeing their farm preserved. Additionally, these landowners have agreed to contribute \$25,000 towards a stewardship endowment which will be used to cover annual monitoring expenses. The landowners have also provided a preliminary title report at a cost of \$500, and \$1,500 of the appraisal cost.

Eastern Sierra Land Trust has committed to paying \$4,500 towards the cost of the appraisal, in addition to \$1,160 of the administrative costs associated with this project.

The remainder of the acquisition cost is expected to be provided by the NRCS Federal Farm and Ranch Land Protection Program (FRPP). Representatives from this agency have assisted ESLT in developing a funding proposal that is expected to score well within the grant ranking criteria.

(b) Eastern Sierra Land Trust is requesting a total of \$1,000,000 from SNC for this project. Of this amount, \$980,000 will be applied directly towards the easement acquisition. Total project related costs, direct, indirect, and administrative, have been budgeted at \$20,000. These costs include escrow fees, title insurance, closing costs, legal counsel, and staff time and expenses for easement drafting, baseline documentation, performance measure reporting, and a portion of the overhead administrative costs related to this project. Each of these costs has been determined based on prior work on conservation easement projects and therefore is expected to be accurate.

FRPP is expected to provide \$380,000 towards the easement acquisition costs. This agency has advised us to submit a proposal in October, and this funding proposal has been developed in consultation with NRCS FRPP staff.

(c) Eastern Sierra Land Trust has worked with FRPP to develop a project and application that is expected to rank competitively within their project evaluation process, particularly with the important leveraging due to the SNC funding portion of this project. Representatives of the FRPP program have previously visited the site. In September of 2003 this project qualified for FRPP funding; however, due to unfortunate events outside of the landowners' control it was not possible to complete the project at that date.

(d) N/A, this project will require additional funds to be completed.

(e) N/A, SNC grant funds are not sought as a match against other State generated funds.

(f) The easement appraisal is being prepared according to the Uniform Standards of Professional Appraisal Practice (USPAP), therefore SNC can be assured that the project is being valued at fair market value. Due to the landowners willingness to participate in a bargain sale, in addition to the nearly 40% match to be provided by the funding partner, this project represents a leveraging of State funds for the protection of working landscapes and important land and water resources.

5. Restrictions, technical documents, and agreements

(a) N/A, no other agreements are essential to the implementation of this project.

(b) A willing seller letter has been provided with this application.

(c) A copy of the preliminary title report has been provided by the landowners and reviewed for any major title concerns.

(d) Our organization has already negotiated the key terms of this easement with the landowner. The final easement document will be created in close coordination with the NRCS Farm and Ranchland Protection Program, a match funder for this project, utilizing their template agricultural easement document. ESLT is happy to provide this template to SNC prior to grant award, if requested. SNC will have the opportunity to review and comment on the easement as it is being finalized prior to closing.

Key negotiated easement terms include the following:

- The easement will be permanent.
- Prohibits subdivision.
- Prohibits the separate sale of any of the three parcels.
- Future development will be limited to two single family homes, extinguishing the 16 remaining development credits, and locate those structures within a pre-determined homestead area away from prime agricultural soils.
- Protects prime soils by restricting the use of impermeable surfaces and limiting future construction.
- The easement will prohibit the sale and export of water.
- Mineral extraction will be prohibited.

At the time the Baseline Conditions Report is completed, further easement terms may be included regarding the protection of important wildlife habitat and cultural/historic features.

(e) N/A, no other property restrictions and/or encumbrances are relevant to this project.

(f) This property is currently included in the Williamson Act program; however, the State Department of Conservation has recently suspended subvention payments through this program.

(g) N/A, no permits are necessary for the completion of a conservation easement on this property.

**B. Proposition 84 Land and Water Benefits**

1. This project contributes considerably to the Prop 84 goals of water and natural resource protection. The Cinnamon Ranch property is unusual in this region of California due to its abundant water. Because the three creeks providing water to the ranch drain directly from the White Mountains, the property has been recognized for its exceptional water quality. As a result, the California Department of Fish & Game has certified that fish reared on the property may be



planted anywhere in California, a rare status due to the number of water borne pests that plague our State's waters.

Cinnamon Ranch—with year-round water in ponds, thick riparian vegetation, orchards, and upper pasture area—is heavily utilized by wildlife for food and cover. Management practices have included wind-break tree planting, maintaining native vegetation at borders, and erosion control measures.

The project will protect important habitat for a number of species of special concern including the Swainson's hawk and Casa Diablo mule deer herd. Research has shown that alfalfa fields, particularly those utilizing organic agricultural practices, have been identified as high quality foraging habitat for Swainson's hawk, a threatened species.

Studies conducted by the California Department of Fish & Game (CDFG) have shown that population numbers for the Casa Diablo herd have declined substantially over the past 20 years. CDFG has specifically identified the importance of preserving historic winter range, such as that provided by Cinnamon Ranch, in order to ensure the survival of this herd. The farmland and upland habitats available on the ranch are also important to the desert bighorn sheep that visit in spring, in addition to coyote, gray fox, bobcat, jack rabbit, cottontail, weasel, valley quail, chukar, great horned owl, barn owl, red-tailed hawk, nighthawk, ringtailed cat, skunk, and several bat species, all of which have been observed on the property.

Unlike the majority of farms in the region that rely heavily on groundwater, irrigation on this property is largely accomplished by using surface water and storage reservoirs. As a result, a portion of the water used on the property is retained where it can recharge groundwater.

Prime soils in California, particularly those under irrigation, have been identified as an important resource threatened by development. Prime soils are those that have been identified by the US Department of Agriculture as having the best combination of physical and chemical characteristics, growing season, and water supply to produce economically sustainable high yields of food and other crops. Within the State of California, legislation has established that the agricultural lands of the state contribute substantially to the state, national, and world food supply and are a vital part of the state's economy, and therefore should be protected where possible.

The easement established by this project will ensure that these important resources, and the practices that have preserved them in their current high quality state, are continued into the future and for perpetuity.

#### Performance Measures

In addition to the performance measures common to all projects, the following measures have been selected specifically for this project:

**Kilowatts of Renewable Energy Production Capacity Maintained or Created:** This measure will report the renewable energy production capacity maintained (in kilowatts) as generated by the small hydroelectric source located on the project.

Acres of Land Conserved: This measure will report the acreage, resources preserved, and purposes for conservation resulting from the completion of this easement acquisition.

2. A conservation easement over Cinnamon Ranch will advance the sustainability of this long-term operation and its associated benefits in a number of ways. On the Cinnamon Ranch, where surface water is the primary source of irrigation, the practices of water distribution and surface storage can actually contribute to the aquifer below. This easement will ensure that available surface water remains with the land in this way, prohibiting the export of water.

Past and present farming and land management activities on this property have resulted in the preservation of some of the highest water quality found in the State. These activities include the adoption of organic farming techniques and careful erosion control, which benefit the watershed. The easement will ensure such practices continue.

Hammil Valley, though facing increasing development pressure, remains primarily an agricultural region with eight other commercial alfalfa operations. By ensuring that this property stays in agriculture through a purchased easement, the sustainability of the other farms is increased rather than falling victim to incompatible neighboring land uses.

The largest benefit of this project is that by protecting the working and natural lands present on this 602-acre property with a conservation easement, the threat of development is avoided. Poorly sited development has been shown to have major negative impacts in terms of reduced water quality, wasteful consumption, and fragmented and degraded wildlife habitat.

3. This project is a clear example of an innovative landowner working to sustain their business while providing multiple benefits to the surrounding environment, including the potential impacts of climate change.

The property includes a small high-head hydroelectric generation facility originally installed in the 1930s and expanded several times since. It is currently federally licensed as a 175-kilowatt plant, with a Southern California Edison contract for excess power purchase. This generator produces an average of 421,184 kilowatt-hours annually, which (according to the EPA reported average annual consumption) would power nearly 40 homes.

A promising “dry farmed” biofuel crop, *Camelina sativa*, has been grown experimentally with success on the property. The landowners hope to create their own bio-diesel that would allow the operation to be entirely energy independent. Fuel grown as fuel crops such as this are classified as carbon-neutral and can qualify as a renewable energy source since the CO<sub>2</sub> emitted when burned is equivalent to that absorbed when grown.

A growing body of research suggests that perennial crops such as alfalfa may present a significant carbon sink due to the carbon that is sequestered in the soil after being absorbed from the air by the growing plants.

Local models of climate change suggest that one consequence of warming may be earlier seasonal snow-melt and runoff, in addition to a higher percentage of precipitation falling as rain. Due to the existing storage infrastructure and its potential for expanded capacity, this property will remain capable of capturing and storing this moisture for when it is needed.

Finally, due to the property's proximity to expansive natural public lands, and the steep elevational gradient of the adjacent White Mountains, this property is likely to serve as a buffer and corridor for species that must migrate or extend their range as a result of climate change.

### **C. SNC Program Goals**

1. This project directly benefits four of the seven stated SNC program goals:

(b) This project will preserve the region's physical, cultural, historical and living resources. This project will preserve the important water, prime soils, and rangelands, each of which is essential for the operation of the ranch as a whole. The project will protect the historic features on this property, which serve as a reminder of the rich history of this region. The project will also protect habitat for a number of wildlife species. The "Acres of Land Conserved" performance measure will be used to quantify this program goal by specifying the acreage, resources preserved, and purposes for conservation resulting from the completion of this easement acquisition.

(c) This project will aid in the preservation of working landscapes by preserving the land with an agricultural conservation easement. This will protect the property from the primary threat being faced by our declining working landscape, development, and ensure the future productivity of the land. The "Acres of Land Conserved" performance measure will be used to quantify this program goal by specifying the acreage or working lands preserved.

(e) This easement will protect water and air quality by ensuring that the current favorable organic farming practices are continued. Without an easement, it is likely that the land would be sold and subdivided which would likely result in negative impacts to local air and water quality.

(f) This project will assist the regional economy by allowing the Moss family to retain ownership and continue operation of the farm and ranch. Organic alfalfa grown here is utilized by California's dairy industry, the leading agricultural commodity in the State and an important part of the regional economy. This generates employment both for the family and a small number of farm workers, benefits the local markets where the grass-fed beef and other products are sold, and ensures that the farm remains productive where it contributes to the rural economy of Mono County. The performance measures used to quantify the benefits of this SNC goal will include "Number and Type of Jobs Created" and "Number of New, Improved, or Preserved Economic Activities" which will provide clear quantitative evidence towards this SNC goal.

### **D. Cooperation and Community Support**

1. This project is widely supported by the community; the following letters of support are included with this application.

- George Milovich, Agricultural Commissioner, Inyo and Mono Counties
- Pete Pumphrey, President, Eastern Sierra Audubon Society

- Brad Henderson, Deputy Regional Manager, California Department of Fish & Game
- Doug Brown, Eastern Region Representative, California Deer Association

2. Our organization has worked carefully to include important stakeholders in this project:

(a) Our organization has discussed the project with the Mono County Community Development Office, the Mono County Supervisor responsible for this district, and we have a Mono County Board of Supervisors resolution in support of this application for grant funds from SNC. Additionally, we have sought and received letters of support for this project from the California Department of Fish & Game and the Inyo and Mono Counties Agricultural Commissioner's Office. Letters have also been sent to all private landowners owning property adjacent to Cinnamon Ranch notifying them of the project.

(b) Our organization has discussed this project with our local NRCS District Conservationist and the Mono County Community Development office, and will utilize this information in drafting the final easement.

3. As with all conservation easements completed by ESLT to date, there has been no known opposition to this project.

4. This project is a good example of a sustainable working ranch innovating to remain viable and valuable to the surrounding community. In our small community, the family that owns and manages this property is well respected and involved with local schools and agricultural community. The family includes a current Future Farmers of America (FFA) high school member, the current 4H council president for our region. These important connections provide educational opportunities about the project. Furthermore, the landowners are working on plans to partner with academic institutions to feature the farm as a "working classroom" for land based learning.

5. This project is supported by several important plans, including the Mono County General Plan and California Department of Fish & Game (CDFG) plans and advisories. The Mono County General Plan is clearly in support of this project with the goal of the Tri-Valley section being to "Preserve the rural and agricultural character of the Tri-Valley area." Specifically, Objective B is to "Preserve the agricultural character of the Hammil Valley," and includes the following policies and actions:

- Policy 1: Protect agricultural uses from the encroachment of incompatible land uses.
- Policy 3: Prevent the intrusion of development into agricultural areas in order to protect agricultural resources.
  - Action 3.1: Monitor and discourage the conversion of viable agricultural land to non-agricultural uses.
  - Action 3.2: Agricultural activities shall have precedence over incompatible uses/activities in the Tri-Valley area.
  - Action 3.3: Encourage private landowners with visual, environmental and agriculturally significant property to grant or sell a conservation easement to a land conservation organization to protect the land as open space and/or agricultural use.

With regard to the wildlife species of special concern, the CDFG identifies the protection of large parcels of undeveloped land as being critical for their survival. The Casa Diablo Deer Herd Management plan identifies the importance of protecting key habitat within the winter range of this species. Similarly, a CDFG report regarding the State threatened listing of the Swainson's hawk concludes that, "In areas where Swainson's hawks are presently most common, the conversion of agricultural lands to urban development is becoming widespread and could reduce current populations significantly." The report goes on to suggest that local governments should develop and implement plans that would favor the protection of open agricultural lands.

6. The ESLT outreach staff regularly communicates with local and regional media regarding our work. As a result, ESLT is featured regularly in print, as well as on local television and radio. Completed projects are announced locally using press releases. Announcements to the public, business partners, and others are made through our printed newsletter, electronic newsletter, website, and Facebook page. Our organization also shares information regarding completed projects with elected and agency officials and non-governmental entities.

Our organization's Executive Director is a board member with the Sierra Cascade Land Trust Council, and ESLT is a member of the California Council of Land Trusts, and the national Land Trust Alliance (LTA). Each of these organizations work carefully to communicate with elected officials in Sacramento and Washington DC.

### **E. Project Design, Management, and Sustainability**

1. Eastern Sierra Land Trust (ESLT) is an experienced and capable organization prepared to efficiently manage, complete, and ensure the perpetual oversight of this project.

(a) ESLT has worked with the primary fiscal partner on this project, NRCS FRPP, successfully on two other agricultural easements in our region within the last five years and communicates regularly with the staff. As a result, we expect that FRPP will review the application for this project and announce awards within the timeframe proposed in the work plan.

(b) ESLT is a non-profit organization founded in 2001 as the first and only land trust based in the Eastern Sierra. Currently the organization includes three full time staff, three part time employees, and an AmeriCorps member. The organization has completed eleven land conservation projects including nine conservation easements covering nearly 2,500 acres. Our land conservation staff has more than 10 years of experience managing conservation easement projects, and possesses the necessary experience to complete and ensure the perpetual stewardship of this project. The organization has officially adopted the Standards & Practices for Land Trusts, the ethical and technical guidelines for responsible operation a land trusts published by the LTA and is a current candidate for accreditation (expected October 2010) through the Land Trust Accreditation Commission.

(c) i. ESLT has been working with the landowners on this project to develop a permanent easement project since 2002. In that time, our organization has observed first-hand the threat to agricultural lands in the Hammil Valley as new residential homes appear on formerly productive

farmlands at an alarming rate. We have also worked carefully with landowners and local resource and wildlife management agencies to understand the important resources located on this property. Finally, ESLT has negotiated the primary terms to be included in the easement. With the worsening economy and elderly status of the landowners, there is a sense of urgency towards completing this project and preserving the family farm for future generations.

ii. The experienced ESLT lands program staff and volunteer advisory committee are prepared to complete this project. As evidenced by our organization's productive 10-year history, (protecting more than 6,000 acres of land in 11 projects), ESLT possesses the expertise necessary to complete this project.

iii. Maximum sustainability of the project will be achieved on this project by creating a well planned and enforceable easement document utilizing ESLT's experienced staff and contracted legal counsel. Once completed, the benefits of the project will be sustained into the future by the on-going stewardship program through which all easements are monitored at least annually to ensure compliance.

iv. Conservation easements are perpetual legal agreements that protect land from certain forms of use or development specified by the agreement. As a result, their purpose is the minimize impacts to important resources from incompatible uses. To date, no violations have occurred on ESLT conservation easement projects and are not expected due to careful landowner relations.

v. N/A, this is not a site improvement/restoration project.

vi. ESLT has adopted monitoring and enforcement policies, as required by the Land Trust Accreditation Commission, which direct the activities of our land stewardship program. ESLT visits each property at least once annually to monitor for compliance with easement and grant agreement terms, and to assess the status of resources present on the site as documented by the initial Baseline Documentation Report. In the event that a violation of easement terms is detected, the organization has clear procedures used to resolve the non-compliance issue and restore the land. These policies can be provided to SNC upon request.

2. Conservation easements are perpetual binding legal agreements that remain with the land regardless of future ownership. Well-designed and managed easements are by nature sustainable and intended to protect important resources forever. Additionally, the land being protected has been in operation for nearly 150 years, an indication of this project's unique long-term sustainability. Due to the progressive planning efforts of Mono County, surrounding land uses are likely to support the continued operation of the farm.

3. This conservation easement will ensure the important resources protected on the ranch will be maintained for perpetuity. The restrictions on subdivision, development, and resource use specified in the final recorded legal agreement will be designed to guarantee that the long-term management of the ranch conducted by the landowner protects the important resources contained on the property. The annual monitoring program is designed to ensure compliance with these terms, and, in the unlikely event of a violation, correct any damage to these conservation values.

- a) The long-term management plan for this project includes the continued operation of the property as an organic alfalfa farm and cattle ranch. The operation of this property in sustainable, organic agriculture benefits the watershed, wildlife, and local community. The long-term landowners have engaged in nearly 40 years of sustainable management practices on the ranch that will be continued into the future under the additional protections established by the conservation easement and ESLT land stewardship program. The landowners currently are utilizing organic agriculture practices that meet USDA and California standards and have been certified organic by CCOF since 2002.
- b) The family that owns and manages this ranch has many generations of sustainable farming and ranching experience. Richard Moss is a life-long alfalfa farmer who has been managing this property for nearly 40 years. The operation utilizes highly efficient center-pivot irrigation in the largest fields and wheel lines elsewhere. These landowners have continually innovated to improve productivity and self-sufficiency, and have made improvements to the hydroelectric and commercial trout farming facilities. Alfalfa is expected to remain the primary crop, though the landowners plan to expand the family business by growing the bio-fuel crop *Camelina*, and by increasing the local grass-fed beef operation that may soon include lambs.
- c) The long-term management plan for this property is the continued operation of the property as a sustainable organic farm. Once protected under a conservation easement, anticipated activities on the property will be restricted to those compatible with easement terms described elsewhere in this application. These activities include continued organic agriculture, aquaculture, raising grass-fed beef, and the potential expansion of new agricultural products such as organic alfalfa seed and bio-fuel for use on the farm.
- d) Planning for this easement project has benefited from the expertise of our NRCS District Conservationist, the NRCS Electronic Field Office Technical Guide for Mono County, and the landowning family of experienced and well-educated agriculturalists.
- f) Cinnamon Ranch provides a unique example of a sustainable and innovative agricultural operation adapting to changing times. An agricultural conservation easement over this property, established by a willing landowner, provides a strong example of the new tools available to landowners facing increasing development pressure. This project will also be the first project completed by SNC in the easement/acquisition category within the Eastern Sierra sub-region, and will provide a model collaboration highlighting the often overlooked “other side” of the Sierra Nevada, our working lands, and unique natural, living, and cultural resources.

## Performance Measures

### Cinnamon Ranch Agriculture & Resource Protection Project

The performance measures which will be utilized for this project include the following:

1. **Number of People Reached:** This performance measure will quantify the benefits of this project in terms of the number of people who learn about the completion of this project, its benefits, and the partnership with SNC. Our organization employs a talented outreach staff responsible for our published newsletter, electronic newsletter, website, and Facebook account. Additionally our organization is featured regularly in our three local newspapers and radio station. All completed projects are announced locally using press releases.
2. **Dollar Value of Resources Leveraged for the Sierra Nevada:** This measure will quantify resources contributed to the project that leverage the SNC funding such as landowner donation of land value, protection of resources through easement purchase rather than full fee title, as well as contributions by other partners.
3. **Number and Type of Jobs Created:** This measure will be used to quantify the benefits of the project in terms of the number of full-time jobs created and preserved.
4. **Number of New, Improved, or Preserved Economic Activities:** This measure will report the types, quantities, and dollar values of new or preserved activities and products related to the project.
5. **Kilowatts of Renewable Energy Production Capacity Maintained or Created:** This measure will report the renewable energy production capacity maintained (in kilowatts) as generated by the small hydroelectric source located on the project
6. **Acres of Land Conserved:** This measure will report the acreage and resources preserved, in addition to the purposes for conservation resulting from the completion of this easement acquisition.



## **Environmental Settings and Impacts**

### **Cinnamon Ranch Agriculture & Resource Protection Project**

The Cinnamon Ranch, a working organic alfalfa farm and grass-fed cattle ranch, is located in the Hammil Valley of southern Mono County an elevation of 4,600 ft. The Hammil is the middle of three adjacent valleys oriented north to south and known regionally as “Tri Valley” area. These valleys compose the most northerly extent of the Owens Valley geographic area. Hammil Valley is bounded to the east by the towering White Mountains with peaks reaching 14,000 ft in elevation and to the west by volcanic tablelands. US Highway 6 bisects these valleys and is a major transportation route.

The climate in this region is best described as high desert with the primary vegetation in the area being the desert plant communities of Big Sagebrush Scrub and Shadscale Scrub although limited areas of riparian vegetation do occur where creeks drain into the valley from the White Mountains. The majority of the land in this region is public, managed by the Bureau of Land Management and Forest Service.

Cinnamon Ranch is bounded to the east by public BLM lands, and to the north and south by private lands currently in agriculture. The Hammil Valley remains primarily an agricultural community although a number of farms have been subdivided and sold as residential housing in the surrounding area.

The ranch occurs on both valley bottom prime soils and to a lesser degree the rocky slopes of the alluvial fans draining the mountains above. Sections of the upper ranchlands areas are used for irrigation ponds, orchards, pasture, stock pens, and trout production.

The ranch also possesses important historical resources. These include evidence of prior Native American inhabitation such as grinding stones and home sites, in addition to more recent land use as the first ranch established in this region of southern Mono County and former railroad stop along the Carson & Colorado line. Historic barns and equipment remain on the site in addition to two quarried stone structures.

Water in this area is primarily provided by wells pumping groundwater. There is some concern regarding this aquifer which is recharged from snowmelt draining from the White Mountains. However, the primary source of irrigation water on Cinnamon Ranch is pre-1914 water rights to three creeks, and a series of diversions and storage ponds.

The small hydroelectric generator that is included within the easement boundaries was recently re-licensed by the Federal Energy Regulatory Commission (FERC) in 2010. Additionally, in May of 2010 the State Water Resources Control Board issued a water quality certification and CEQA exemption for this project, as an existing facility in operation since 1965.

The ranch is certified organic in accordance with USDA and California State standards by CCOF. The certification paperwork is on record with the Inyo Mono Agricultural Commissioner’s office which has provided a letter of support for this project.

Wildlife in the valley includes a variety for migratory birds, rodents, reptiles, coyotes, and mule deer. Three important special status species occur here including the Swainson's hawk, Casa Diablo deer herd, and desert bighorn sheep. Each of these species has been observed utilizing habitat on or near the proposed project.

This conservation easement project will not directly impact the environment of the ranch or surrounding lands, as is indicated by its exempt status under CEQA, but instead will include restrictions on future use that are intended to maintain the important resources present on the property.

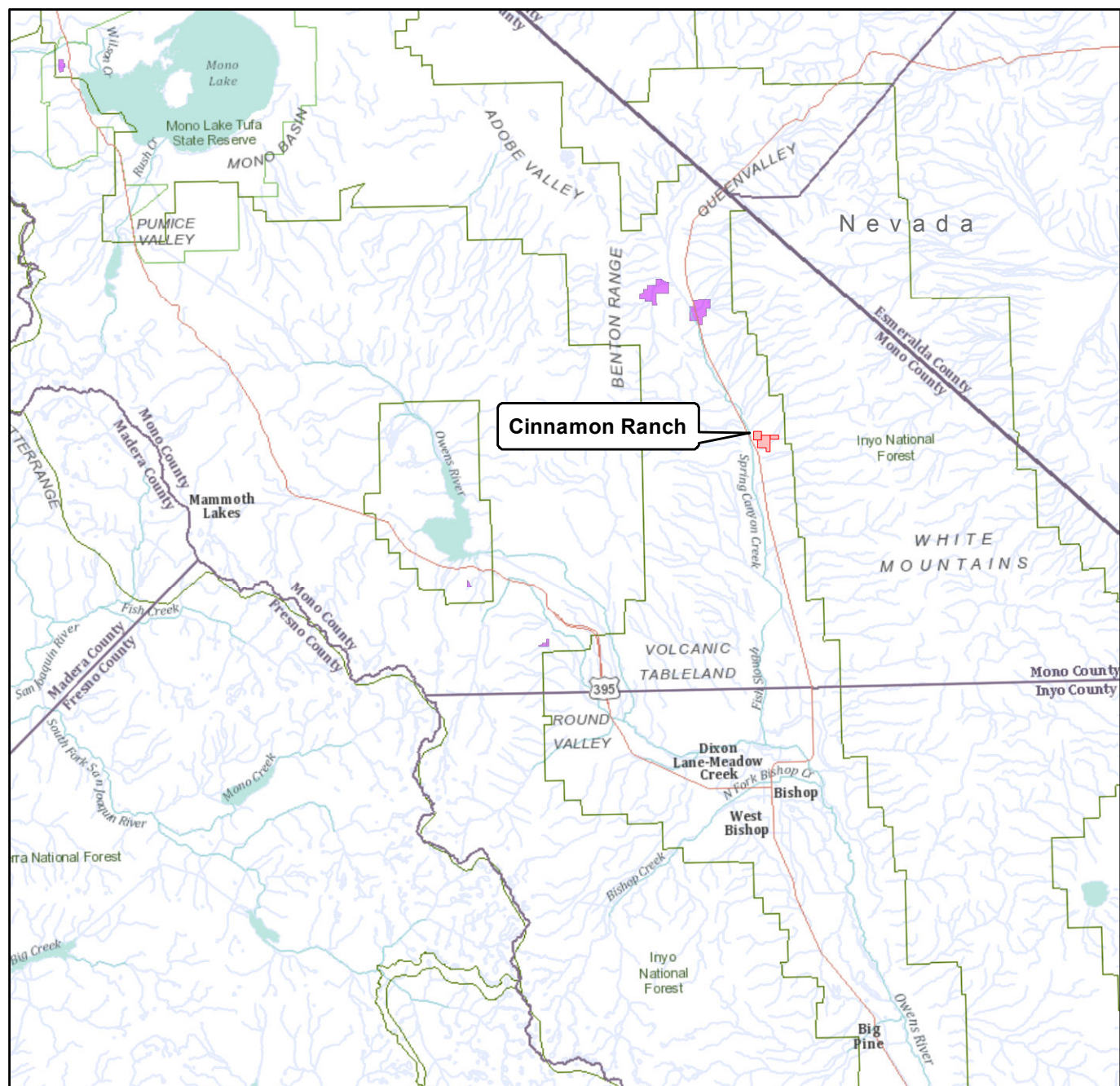
The operation of this project has clear potential for addressing climate change. The property has included a small high head hydroelectric generation facility originally installed in the 1930's and expanded several times since. It is currently federally licensed as a 175 kilowatt plant, with a Southern California Edison contract for excess power purchase. This generator produces an average of 421,184 kilowatt-hours annually, which according to the EPA reported average annual consumption would power nearly 40 homes.

A promising "dry farmed" bio-fuel crop, *Camelina sativa*, has been grown using dry farming methods experimentally with success on the property. The landowners hope to create their own bio-diesel that would allow their operation to be entirely energy independent. Fuel grown as fuel crops such as this are classified as carbon-neutral and can qualify as a renewable energy source since the CO<sub>2</sub> emitted when burned is equivalent to that absorbed when grown.

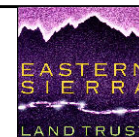
A growing body of research suggests that perennial crops such as alfalfa may present a significant carbon sink due to the carbon that is sequestered in the soil after being absorbed from the air by the growing plants.

Local models of climate change suggest that one consequence of warming may be earlier seasonal snow melt and runoff, in addition to a higher percentage of precipitation coming as rain. Due to the existing storage infrastructure, as well as potential for expanded capacity, this property will likely remain capable of capturing and storing this moisture for when it is need.

Due to the property's proximity to expansive natural public lands, and the steep elevational gradient of the adjacent White Mountains, this property is likely to serve as a buffer and corridor for species that must migrate or extend their range as a result of climate change.






## Eastern Sierra Land Trust



### Cinnamon Ranch Agriculture & Resource Protection Project

#### SNC Grant Application Project Location Map

#### Legend

-  Cinnamon Ranch
-  ESLT Completed Projects
-  Hydrology



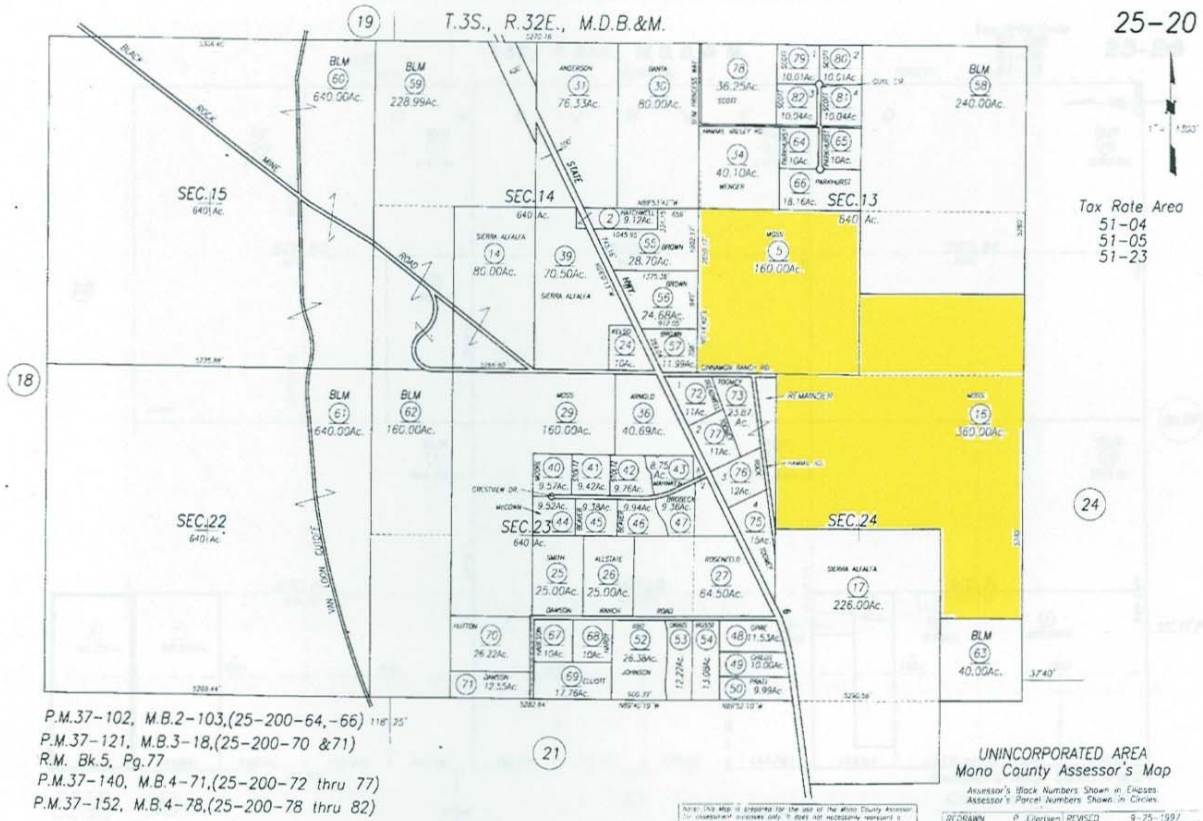
0 3 6 12  
Miles



Map Created by ESLT Staff  
ArcGIS Software  
9-6-2010

# Parcel Maps Cinnamon Ranch Agriculture & Resource Protection Project

## ASSESSOR'S PARCEL MAP 25-200-05 & 16

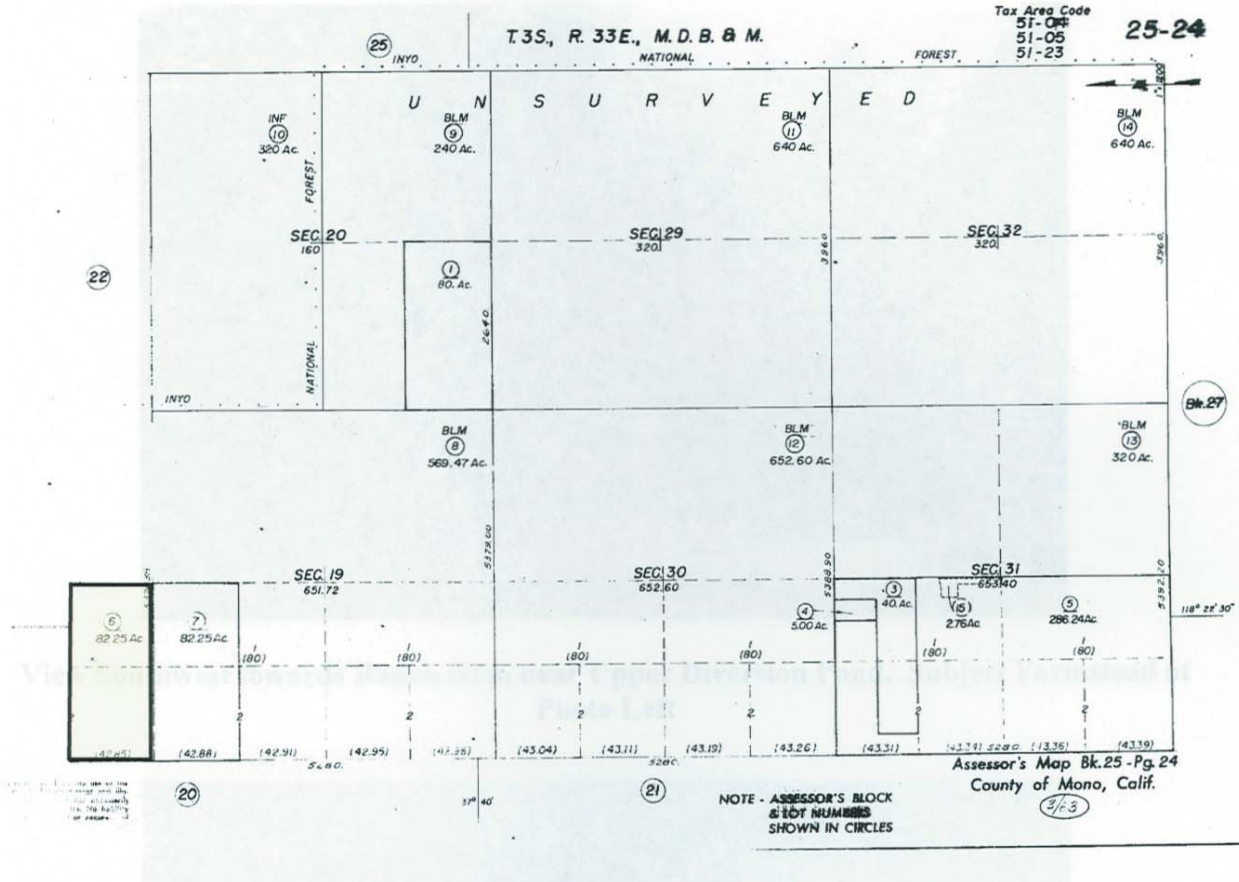




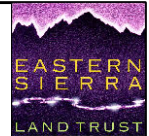
# Parcel Maps

## Cinnamon Ranch Agriculture & Resource Protection Project

### ASSESSOR'S PARCEL MAP 25-240-06







# Eastern Sierra Land Trust



## Cinnamon Ranch Agricultural Easement Project

### SNC Grant Application Topographic Map

-  Cinnamon Ranch
-  USFS
-  Bureau of Land Management
-  USA Topo Maps

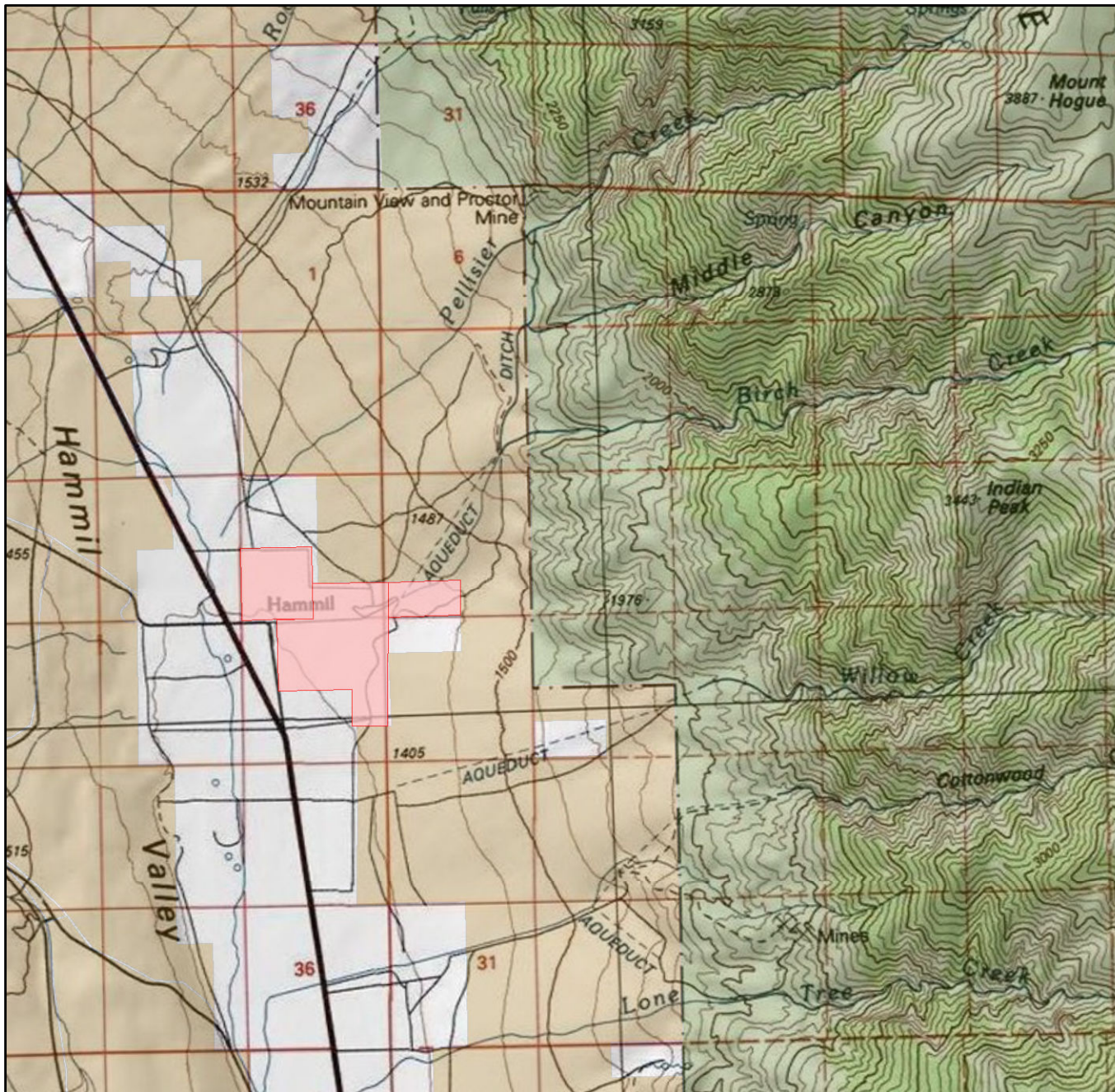


Mapping Scale: 1:70,000

0 0.5 1 2 Miles

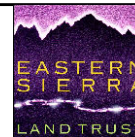


Map Created by ESLT Staff  
ArcGIS Software  
8-26-2010





**Eastern Sierra  
Land Trust**



**Cinnamon Ranch Agricultural  
Easement Project**

*SNC Grant Application  
Aerial Photograph*



Cinnamon Ranch

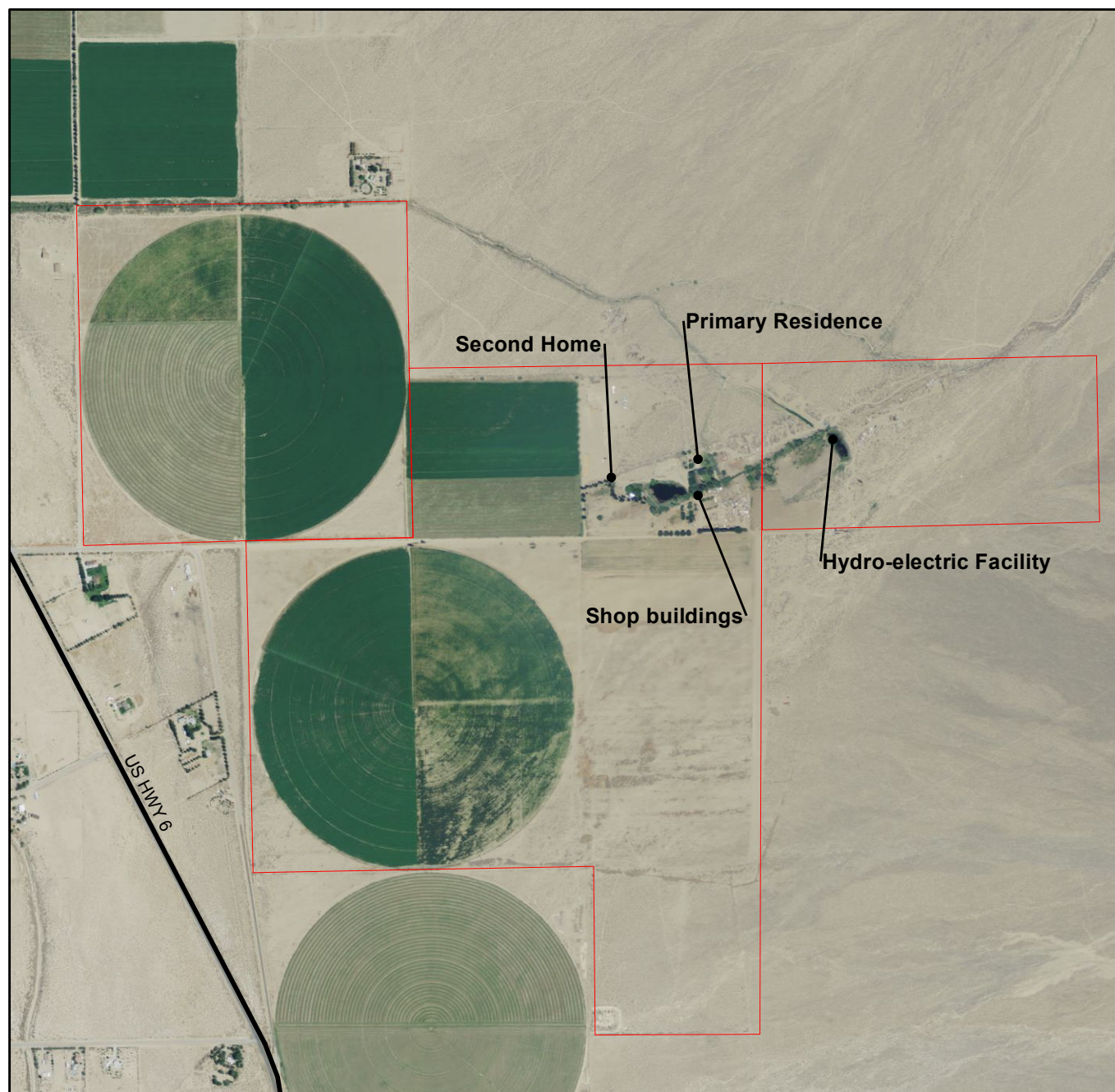


Mapping Scale: 1:15,000

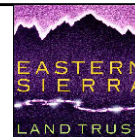
0 500 1,000 2,000  
Feet



Map Created by ESLT Staff  
ArcGIS Software  
8-26-2010



**Eastern Sierra  
Land Trust**



**Cinnamon Ranch Agricultural  
Easement Project**

*SNC Grant Application  
Aerial Photograph*



Cinnamon Ranch

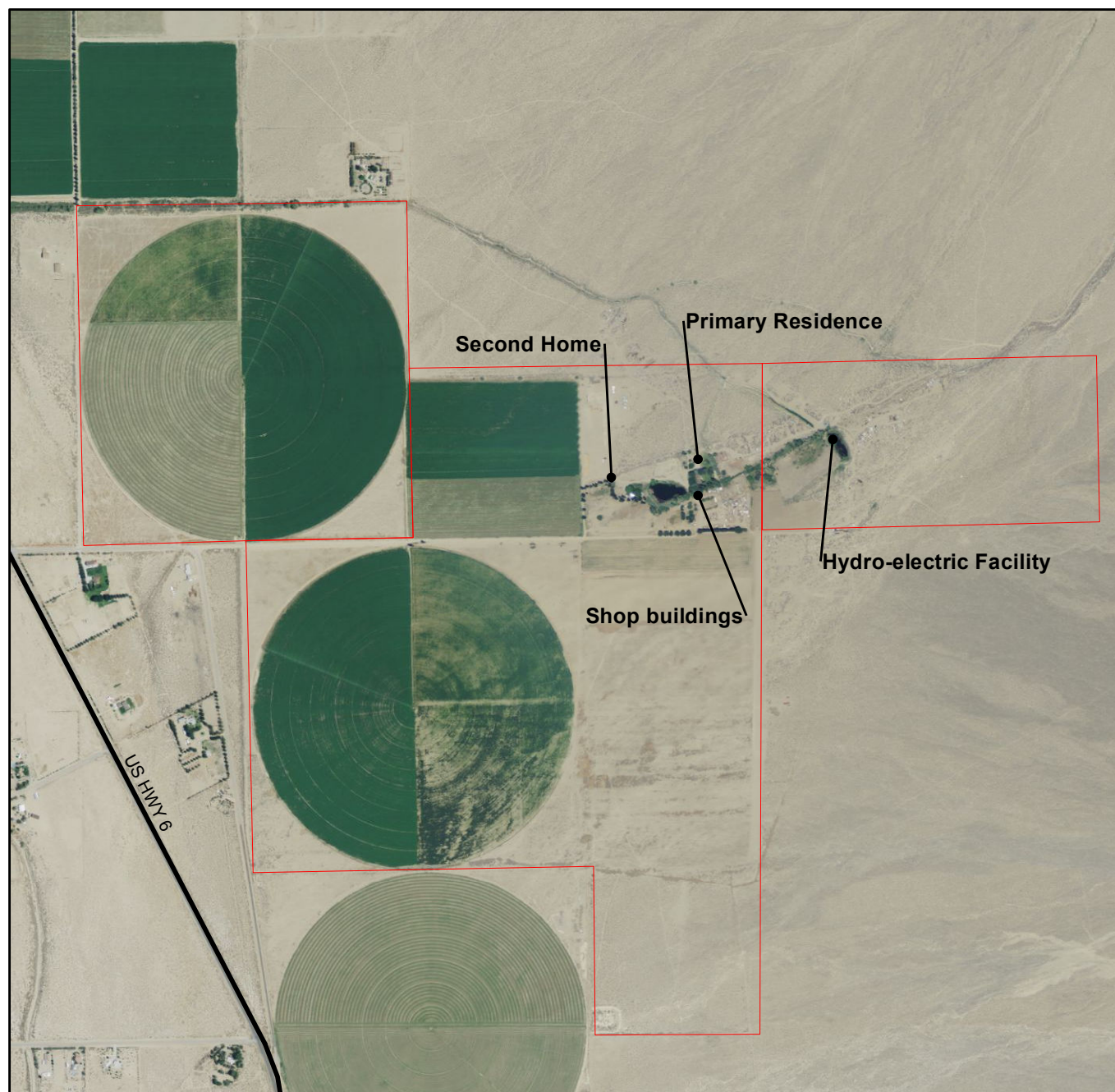


Mapping Scale: 1:15,000

0 500 1,000 2,000  
Feet

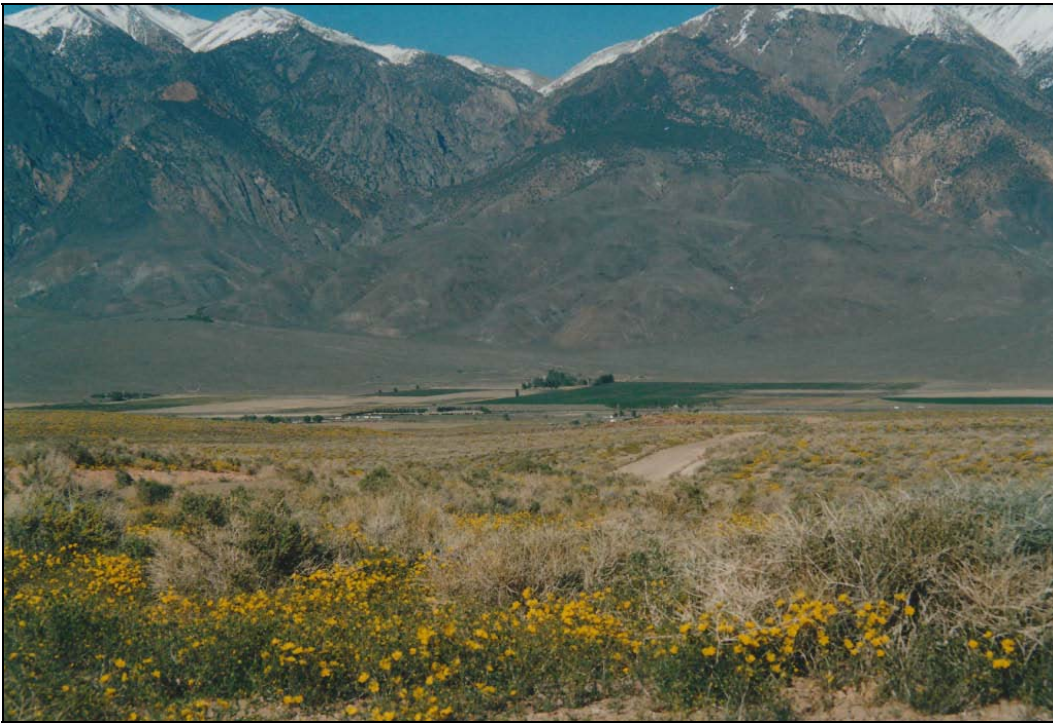


Map Created by ESLT Staff  
ArcGIS Software  
8-26-2010





**Photos of the Project Site**  
**Cinnamon Ranch Agriculture & Resource Protection Project**



1. View of the ranch from the east with the White Mountains prominently behind. The ranch is directly adjacent to public lands.



2. Sheep in the field in winter, utilized as organic fertilizer and weed control.

September 13, 2010



3. The 3<sup>rd</sup> generation of the farming family, changing lines in the alfalfa field. Today these boys are responsible for the growing local grass fed beef operation marketed locally.



4. Moving the prized sport-fish, Alpers trout, from a raceway on the ranch for transportation to a location in the Eastern Sierra where they will be stocked for fishermen.

September 13, 2010





5. Irrigation pond used to capture surface water flowing from the mountains above, also providing important wildlife habitat.



6. Bighorn sheep utilizing habitat along Birch Creek.

September 13, 2010





7. Wheel line looking west. The planted trees of the wind break, adjacent to the freshly hayed alfalfa field provide ideal nesting and foraging habitat for the threatened Swainson hawk and other raptors.



8. Historic 1900s-era barn which remains on the property.

September 13, 2010





9. Two generations of the family pictured with historic quarried pumice sheepherders oven on site.



10. On site 175 kilowatt hydroelectric power generator, this produces an average of 421,184 kilowatt-hours annually, enough to power nearly 40 homes.

September 13, 2010

**Site Plan – N/A**

**Cinnamon Ranch Agriculture & Resource Protection Project**

This checklist item is not applicable since this is an acquisition type project rather than a site improvement/ restoration project.

## **Acquisition Schedule**

### **Cinnamon Ranch Agriculture & Resource Protection Project**

This project will acquire an easement over the entire 602.25 acre Cinnamon Ranch by December 2011. The appraised value of the project, \$1,400,000, was completed for the property as a whole rather than on a by-parcel basis. However, a per-acre value can be extrapolated by dividing the appraised value by the project acreage. These values are provided in the table below.

<b>APN</b>	<b>Acreage</b>	<b>Value</b>	<b>Acquisition Date</b>
25-200-05	160	\$371,938	December 2011
25-200-16	360	\$836,862	December 2011
25-240-06	82.25	\$191,200	December 2011
<b>Total</b>	<b>602.25</b>	<b>\$1,400,000</b>	

Parcel maps for the subject parcels have been included with this application. No relocation of persons or businesses will occur as a result of this project.

September 9, 2010

Karen Ferrell-Ingram  
Executive Director  
Eastern Sierra Land Trust  
P.O. Box 755  
Bishop, CA 95814

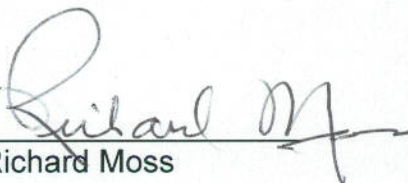
To: Sierra Nevada Conservancy & NRCS Federal Farm and Ranch Lands Protection Program (FRPP)

Re: Purchase of an Agricultural Conservation Easement on approximately 602 acres located in Mono County on the Cinnamon Ranch; Assessor's Parcel Numbers: 25-200-05, 25-240-06, 25-200-16.

To Whom It May Concern:

This letter is provided to confirm that Richard Moss, landowner of the above referenced property, is a willing participant in the proposed real transaction. Should grant funds be awarded the grant applicant, Eastern Sierra Land Trust, then Richard Moss, as Seller, is willing to enter into an agreement for the sale of a conservation easement for a purchase price not to exceed an agreed upon Fair Market Value.

Acknowledged:

  
Richard Moss

9/9/10  
Date signed



## **Land Tenure**

### **Cinnamon Ranch Agriculture & Resource Protection Project**

This project will result in the acquisition of a perpetual conservation easement on the Cinnamon Ranch property. This agreement will ensure that the terms of the conservation easement are upheld in perpetuity.

Our organization has already negotiated the key terms of this easement with the landowner. The final easement document will be created in close coordination with the NRCS Farm and Ranchland Protection Program, a match funder for this project, utilizing their template agricultural easement document. ESLT is happy to provide this template to SNC prior to grant award, if requested. SNC will have the opportunity to review and comment on the easement as it is being finalized prior to closing.

Key negotiated easement terms include the following:

- The easement will be permanent.
- Prohibits subdivision.
- Prohibits the separate sale of any of the three parcels.
- Future development will be limited to two single family homes, extinguishing the 16 remaining development credits, and locate those structures within a pre-determined homestead area away from prime agricultural soils.
- Protects prime soils by restricting the use of impermeable surfaces and limiting future construction.
- The easement will prohibit the sale and export of water.
- Mineral extraction will be prohibited.

## **Leases of Agreements**

### **Cinnamon Ranch Agriculture & Resource Protection Project**

Aside from the conservation easement which will be established by this project, there are currently no leases or agreements affecting the private lands of this project or the future operation and maintenance thereof.

Our organization has already negotiated the key terms of this easement with the landowner. The final easement document will be created in close coordination with the NRCS Farm and Ranchland Protection Program, a match funder for this project, utilizing their template agricultural easement document. ESLT is happy to provide this template to SNC prior to grant award, if requested. SNC will have the opportunity to review and comment on the easement as it is being finalized prior to closing.

Key negotiated easement terms include the following:

- The easement will be permanent.
- Prohibits subdivision.
- Prohibits the separate sale of any of the three parcels.
- Future development will be limited to two single family homes, extinguishing the 16 remaining development credits, and locate those structures within a pre-determined homestead area away from prime agricultural soils.
- Protects prime soils by restricting the use of impermeable surfaces and limiting future construction.
- The easement will prohibit the sale and export of water.
- Mineral extraction will be prohibited.

**COUNTY OF MONO**  
**PLANNING DIVISION**

FILED

SEP - 7 2010

LYNDA ROBERTS  
MONO COUNTY CLERK

MC 10-22  
SUB

**NOTICE OF EXEMPTION**

To: ☐ Office of Planning and Research  
1400 Tenth Street, Room 121  
Sacramento, CA 95814

**RECORDERS USE ONLY**

☒ County Clerk  
Mono County  
P.O. Box 537  
Bridgeport, CA 93517

From: Mono County Community Development  
Department, Planning Division  
Mono County  
P.O. Box 347  
Mammoth Lakes, CA. 93546

Project Title: Cinnamon Ranch Agriculture & Resource Protection Project

Project Location - Community: Hammil Valley, CA

Project Location - County: Mono County

Project Location - Specific: Cinnamon Ranch, Hammil Valley, CA;

Description of Project: Cinnamon Ranch Agriculture & Resource Protection Project- The purchase of a conservation easement by the Eastern Sierra Land Trust on 602 acres of the Cinnamon Ranch in the Hammil Valley of Mono County, California (APN 25-200-05, 25-240-06, 25-200-16). The project will protect scenic, historical, and important habitat resources, and encourage continued agricultural production.

Name of Public Agency Approving Project: Mono County

Name of Person or Agency Carrying out Project: Eastern Sierra Land Trust

**Exempt Status:**

- ☐ Ministerial (Sec. 21080(b)(1); 15268);  
☐ Declared Emergency (Sec. 21080(b)(3); 15269(a));  
☐ Emergency Project (Sec. 21080(b)(4); 15269(b)(c));  
☒ Categorical Exemption. State type and section numbers: Class 17, Section 15317 & Class 25, Section 15325  
☐ Statutory Exemptions. State code number:

Posted thru 11/6, 2010  
Mono County Clerk-Recorder

Reasons why project is exempt:

A class 17 section 15317 exemption allows for the acceptance of easements or fee interests in order to maintain the open space character of the area and a class 25 section 15325 exemption allows for the transfer of ownership of interests in land in order to preserve open space, habitat, or historical resources. The Cinnamon Ranch Agriculture & Resource Protection project is the purchase of a conservation easement by the Eastern Sierra Land Trust from the Cinnamon Ranch, preserving 602 acres (APN 25-200-05, 25-240-06, 25-200-16).

Cinnamon ranch is a family owned and operated organic alfalfa farm and cattle ranch with historic roots as the first ranch established in this region of Mono County. Currently the ranch runs an agriculture operation that includes organic alfalfa, locally raised and marketed grass-fed beef, commercial sport fish aquaculture, and an experimental bio-fuel crop.

An easement will protect the region's limited privately owned working lands and encourage continued agricultural production. This project will also protect the significant natural and historical resources that exist at this site. This will be accomplished by limiting future development on the property to within a pre-designated area away from the most productive soils, prohibiting subdivision, and ensuring that the water resources tied to the land remain on the property where they contribute to the agricultural productivity as well as the local flora and fauna and replenish the aquifer below.

The project will protect habitat for a number of species of special concern including the Swainson's hawk, the Casa Diablo mule deer herd, and desert bighorn sheep. An easement on the property will also preserve the scenic pastoral views over the green valley bottom farmland with the White Mountains above as viewed from U.S. Highway 6.

---

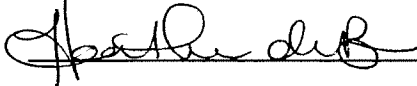
**Lead Agency**

**Contact Person:** Heather deBethizy

**Area Code/Telephone/**

**Extension:** 760 924-1800

**Signature:**



**Date:** September 3, 2010

**Title:**

Assistant Planner

**Date received for filing at OPR:**

N/A

**National Environmental Policy Act**  
**Cinnamon Ranch Agriculture & Resource Protection Project**

The National Environmental Policy Act does not apply to this project.

**Regulatory Requirements/ Permits**  
**Cinnamon Ranch Agriculture & Resource Protection Project**

There are no permits applicable to the implementation of this project. This project will result in the creation of a binding legal easement document restricting future development of the property and no permits or other requirements are necessary.

## **Demonstrations of Support Cinnamon Ranch Agriculture & Resource Protection Project**

This project is widely supported by the community; the following letters of support are included with this application.

1. George Milovich, Agricultural Commissioner, Inyo and Mono Counties
2. Pete Pumphrey, President, Eastern Sierra Audubon Society
3. Brad Henderson, Deputy Regional Manager, California Dept. of Fish & Game
  - Please note that this letter of support was written for both of the ESLT grant proposals to SNC but contains language specifically pertaining to the wildlife benefits of preserving the property with a conservation easement.
4. Doug Brown, Eastern Region Representative, California Deer Association

Additionally, the Mono County Board of Supervisors has adopted a resolution (R08-58) in support of an application for grant funds from SNC for the purchase of a conservation easement on Cinnamon Ranch.



## Counties of Inyo & Mono



George L. Milovich  
Agricultural Commissioner  
Director of Weights and Measures  
207 W. South Street, Bishop, CA 93514  
Telephone - (760) 873-7860 Fax - (760) 872-1610  
<http://www.InyoMonoAgriculture.com>  
E-mail - InyoMonoAg@gmail.com

September 10, 2010

Karen Ferrell-Ingram  
Executive Director  
Eastern Sierra Land Trust  
PO Box 755  
Bishop, CA 93515

Subject: Conservation Easement Project on Cinnamon Ranch

Dear Karen,

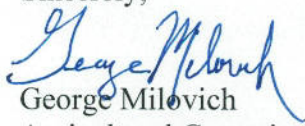
As Agricultural Commissioner for Inyo and Mono Counties, I have known Richard and Barbara Moss for over 32 years and I am quite familiar with their farming operation. Mr. and Mrs. Moss operate a family farm to which they manage all aspects of the business. Mr. Moss was one of the first growers in the two counties to register as an organic producer, and is now certified organic production. He has been committed to responsible land stewardship and good farming practices for as long as I have known him.

The Moss operation is one of seven or eight commercial hay growers in the Benton/Hammil Valley area. It is a typical size farm for this region for a single family to manage and operate. With continued quality hay production, the property is very adequate to sustain a commercial farming operation into the future.

The agriculture component to the Benton/Hammil Valley is not only a viable industry to Mono County, but it also benefits the overall make-up of the region by adding to its cultural heritage, its scenic beauty and its diversity.

Thank you for your efforts to preserve the viability of agriculture and the beauty of open space in this important area. If I can be of further assistance do not hesitate to contact this office.

Sincerely,

  
George Milovich  
Agricultural Commissioner



September 8, 2010



Karen Ferrell-Ingram, Executive Director  
Eastern Sierra Land Trust  
176 Home Street  
P.O. Box 755, Bishop, CA 93515

To Whom It May Concern:

On behalf of the Eastern Sierra Chapter of the Audubon Society, I would like to express my support for the purchase of a conservation easement on the Cinnamon Ranch owned by Richard and Barbara Moss in Hammil Valley. This project will protect a 602 acre organic alfalfa farm which provides important foraging and nesting habitat for a number of raptor species including the threatened Swainson's hawk, *Buteo swainsoni*, a large hawk that migrates to this region annually from South America for its breeding season.

After undergoing a precipitous population decline during the last century the Swainson's hawk was added to the National Audubon List of Special Concern in addition to being state-listed as threatened in California and identified by a sensitive species by the U.S. Bureau of Land Management.

Research has shown that alfalfa fields, particularly those utilizing organic agricultural practices, have been identified as high quality foraging habitat for this species, particularly during periods of reduced cover following harvests when prey are more conspicuous. The species appears to be well adapted to agricultural landscapes amongst humans at low population levels. Although the species has been removed from federal listing status due to increased abundance in the rest of its range, the future of the population in California remains uncertain, with declines thought to be linked to habitat loss within its historic breeding range.

An agricultural easement on Cinnamon Ranch, and the important raptor foraging habitat included therein, is consistent with the Audubon California Migratory Bird Conservation Partnership, and specifically the private lands conservation program, which supports the use of purchased conservation easements as a way to reward landowners for maintaining the habitat value of their working and natural lands.

By funding this project, Eastern Sierra Land Trust will permanently preserve the working lands and wildlife habitat present on Cinnamon Ranch by acquiring a conservation easement from the current private landowner. Thank you for your consideration of funding this important project.

Sincerely,

A handwritten signature in dark ink, appearing to be "P. M.", is located below the "Sincerely," text. The signature is fluid and cursive.

President, Eastern Sierra Audubon Society



California Natural Resources Agency  
DEPARTMENT OF FISH AND GAME  
Inland Deserts Region  
407 West Line Street  
Bishop, CA 93514  
(760) 872-1171  
(760) 872-1284 FAX  
[www.dfg.ca.gov](http://www.dfg.ca.gov)

ARNOLD SCHWARZENEGGER, Governor  
JOHN McCAMMAN, Director



September 9, 2010

Karen Ferrell-Ingram, Executive Director  
Easter Sierra Land Trust  
P.O. Box 755  
Bishop, CA 93515

Subject: Mono County Land Donation and Exchange Project

Dear Ms. Ferrell-Ingram:

The California Department of Fish and Game wishes to lend its support to two grant applications the Eastern Sierra Land Trust is preparing for the Sierra Nevada Conservancy. The first grant application is for Cinnamon Ranch and will enable the purchase of an agricultural easement on 602 acres of important farm and ranchland in Hammil Valley of Mono County, California. The project will protect important habitat for the state threatened Swainson's hawk and the fully protected species, desert bighorn sheep as well as the Casa Diablo mule deer herd. The second grant application is to permanently protect and preserve two significant parcels that are located within federally owned lands in Mono County. Parcel #1 is a 385 acre property located near the summit of the Sweetwater Mountains, just north of Bridgeport. Parcel #2 is a 40 acre property located just off of Green Creek Road south of Bridgeport. These properties are located within the Walker River Basin which supports the federally threatened Lahontan cutthroat trout. Acquisition of these properties will contribute to the protection of water quality within the watershed.

Protection of all of these valuable parcels will prevent them from being sold and developed in ways that would have a negative impact on the important resources associated with them. Because the overall goal is to put these parcels into public ownership, valuable resources will be preserved for future generations and managed with the public interest in mind.

Thank you for the opportunity to comment. If there are questions about this letter, please contact Alisa Ellsworth at (760) 872-1173 (email at [aellsworth@dfg.ca.gov](mailto:aellsworth@dfg.ca.gov)).

Sincerely,

Brad Henderson  
Deputy Regional Manager (Acting)

Ms. Karen Ferrell-Ingram  
September 9, 2010  
Page 2 of 2

cc: California Department of Fish and Game (via electronic copy)  
Troy Kelly, Lands Manager  
Alisa Ellsworth, Associate Wildlife Biologist





CALIFORNIA DEER ASSOCIATION

Doug Brown

Eastern Region

Projects Committee Representative

September 10, 2010

Karen Ferrell-Ingram, Executive Director  
Eastern Sierra Land Trust  
176 Home Street  
P.O. Box 755, Bishop, CA 93515

To Whom It May Concern:

On behalf of the Eastern Sierra Chapter of the California Deer Association, I would like to express my support for the purchase of a conservation easement on the Cinnamon Ranch owned by Richard and Barbara Moss in Hammil Valley. This project will protect a 602 acre organic alfalfa farm and ranch which provides important winter habitat of the Casa Diablo mule deer herd.

Studies conducted by the California Department of Fish & Game (CDFG) have shown that population numbers for the Casa Diablo herd have declined substantially over the past 15 to 20 years with a current population size of approximately 1,500 animals. As a result of the observed population decline, a Deer Herd Management Plan was created by CDFG in order to guide efforts to protect, and hopefully restore the numbers of this herd. The plan specifically identifies the importance of preserving historic migration routes and winter range in order to ensure the survival of this herd. Winter habitat, such as that provided by the Cinnamon Ranch property, provide a location for the deer to browse and regain the strength necessary in order to make the migration to the higher elevation summer range.

The California Deer Association supports efforts to improve and protect deer habitat in the Eastern Sierra region. Having partnered with Eastern Sierra Land Trust successfully on similar projects in the past, we support the use of conservation easements on private lands as a tool to preserve important deer habitat. Furthermore, the Casa Diablo deer herd is an important project area for our organization and the focus of other efforts by our local chapter to improve winter habitat. An agricultural easement on Cinnamon Ranch, and the important winter deer habitat included therein, is consistent with the mission of the California Deer Association and is supported by our local chapter.

Sincerely,

Doug Brown

Eastern Project Committee Representative, California Deer Association

**Real Estate (Easement) Appraisal**  
**Cinnamon Ranch Agriculture & Resource Protection Project**

An appraisal completed for this project dated March 13, 2008 determined a market value of \$1,400,000 for the agricultural conservation easement. Due to time that has elapsed since that valuation our organization has contracted for a new appraisal to confirm the value of this easement acquisition project. This updated appraisal will be provided to the Sierra Nevada Conservancy before the November 8, 2010 deadline as specified by the grant application packet.

Detailed Budget Form					
State of California - Sierra Nevada Conservancy					
<b>APPLICANT NAME:</b>		Eastern Sierra Land Trust			
<b>SNC REF #:</b>					
<b>PROJECT TITLE:</b>		Cinnamon Ranch Agriculture & Resource Protection Project			
<b>PROJECT TYPE (choose one):</b>					
<input checked="" type="checkbox"/> ACQUISITION <input type="checkbox"/> SITE IMPROVEMENT <input type="checkbox"/> RESTORATION <input type="checkbox"/> PRE PROJECT PLANNING					
<b>SECTION ONE DIRECT COSTS</b>	<b>QTY</b>	<b>UNIT*</b>	<b>UNIT COST</b>	<b>SUBTOTAL</b>	<b>SNC Grant Request</b>
Acquisition Costs					
Easement Acquisition	1	misc.	\$715,000.00	\$715,000.00	\$715,000.00
<b>TOTAL:</b>				<b>\$715,000.00</b>	<b>\$715,000.00</b>
Staff/Personnel Expense - Project Related Wages/Benefits					
Executive Director	80	hrs.	\$30.00	\$2,400.00	\$2,400.00
Lands Program Coordinator	180	hrs.	\$24.00	\$4,320.00	\$4,320.00
<b>TOTAL:</b>				<b>\$6,720.00</b>	<b>\$6,720.00</b>
Travel/Meeting Expense - Project Related					
Mileage	400	mi.	\$0.50	\$200.00	\$200.00
<b>TOTAL:</b>				<b>\$200.00</b>	<b>\$200.00</b>
Contracts/Consultants - Project Related					
Legal Counsel - Easement	1	misc.	\$6,000.00	\$6,000.00	\$6,000.00
<b>TOTAL:</b>				<b>\$6,000.00</b>	<b>\$6,000.00</b>
Fees - Appraisal/Permits/CEQA/Easement					
Escrow, Title, Closing	n/a	misc.	\$5,000.00	\$5,000.00	\$5,000.00
<b>TOTAL:</b>				<b>\$5,000.00</b>	<b>\$5,000.00</b>
<b>DIRECT COSTS SUBTOTAL:</b>					<b>\$732,920.00</b>
<b>SECTION TWO INDIRECT COSTS</b>	<b>QTY</b>	<b>UNIT*</b>	<b>UNIT COST</b>	<b>SUBTOTAL</b>	<b>SNC Grant Request</b>
Performance Measure reporting					
Lands Program Coordinator	20	hrs.	\$24.00	\$480.00	480
<b>OTHER TOTAL:</b>				<b>\$480.00</b>	<b>\$480.00</b>
<b>MAINTENANCE SUBTOTAL:</b>				<b>\$480.00</b>	<b>\$480.00</b>
<b>PROJECT TOTAL:</b>					<b>\$733,400.00</b>
<b>SECTION THREE</b>					
<b>Administrative Costs (Description - <i>Not to exceed 15% of Project Total</i>):</b>					
Accounting	1	misc.	\$496.80	\$496.80	\$288.00
Insurance	1	misc.	\$414.00	\$414.00	\$240.00
Internet	1	misc.	\$82.80	\$82.80	\$48.00

Rent	1	misc.	\$1,242.00	\$1,242.00	\$720.00
Telephone	1	misc.	\$220.80	\$220.80	\$128.00
Utilities	1	misc.	\$303.60	\$303.60	\$176.00
<b>ADMINISTRATIVE TOTAL:</b>				<b>\$2,760.00</b>	<b>\$1,600.00</b>
<b>SNC TOTAL GRANT REQUEST:</b>					<b>\$735,000.00</b>

Project Budget Details					
State of California - Sierra Nevada Conservancy					
APPLICANT NAME:		Eastern Sierra Land Trust			
SNC REF #:					
PROJECT TITLE		Cinnamon Ranch Agriculture & Resource Protection Project			
PROJECT TYPE (choose one):					
<input checked="" type="checkbox"/> ACQUISITION <input type="checkbox"/> SITE IMPROVEMENT <input type="checkbox"/> RESTORATION <input type="checkbox"/> PRE PROJECT PLANNING					
SECTION FOUR OTHER PROJECT CONTRIBUTIONS	QTY	UNIT*	UNIT COST	Contribution	Status**
List other funding					
FRPP Acquisition Funding	1	misc.	\$300,000.00	\$300,000.00	Pending
Landowner Donation of Value	1	misc.	\$25,000.00	\$25,000.00	Received
Landowner Stewardship Fund	1	misc.	\$25,000.00	\$25,000.00	Approved
Landowner Appraisal/Title Costs	1	misc.	\$2,000.00	\$2,000.00	Received
ESLT Appraisal Cost	1	misc.	\$4,000.00	\$4,000.00	Received
ESLT Admin - project	1	misc.	\$1,160.00	\$1,160.00	Approved
Total Other Contributions:				\$357,160.00	